


STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 14-3-45 BTR				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164				
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL dspencer@billbarrettcorp.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005608			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Ute			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL	FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE	669 FSL 2135 FWL		SESW	3	4.0 S	5.0 W	U			
Top of Uppermost Producing Zone	669 FSL 2135 FWL		SESW	3	4.0 S	5.0 W	U			
At Total Depth	669 FSL 2135 FWL		SESW	3	4.0 S	5.0 W	U			
21. COUNTY DUCESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 669			23. NUMBER OF ACRES IN DRILLING UNIT 160				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2793			26. PROPOSED DEPTH MD: 9105 TVD: 9105				
27. ELEVATION - GROUND LEVEL 5888			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Duchesne City Culinary Water Dock				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
Surf	14.75	10.75	0 - 2500	45.5	J-55 ST&C	8.8	Halliburton Light , Type Unknown	630	3.16	11.0
							Halliburton Premium , Type Unknown	360	1.36	14.8
Prod	9.875	5.5	0 - 9105	17.0	P-110 LT&C	9.7	Unknown	1020	2.31	11.0
							Unknown	1100	1.42	13.5
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Tracey Fallang			TITLE Regulatory Manager			PHONE 303 312-8134				
SIGNATURE			DATE 04/14/2011			EMAIL tfallang@billbarrettcorp.com				
API NUMBER ASSIGNED 43013506760000			APPROVAL  Permit Manager							

DRILLING PLAN

BILL BARRETT CORPORATION

14-3-45 BTR Well Pad

SESW, 669' FSL, 2135' FWL, Section 3, T4S, R5W, USB&M
Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth – MD</u>
Lower Green River	4980'*
Douglas Creek	5860'*
Black Shale	6780'*
Castle Peak	6930'*
Uteland Butte	7200'*
Wasatch	7470'*
TD	9105'

*PROSPECTIVE PAY

Members of the Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2500'	No pressure control required
2500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
<u>(FROM)</u>	<u>(TO)</u>						
26"	Surface	80'	16"	65#			
14 3/4"	Surface	2500'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 8-3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New
NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).							

Bill Barrett Corporation
Drilling Program
14-3-45 BTR
Duchesne County, Utah

5. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	<p><i>Lead</i> with approximately 630 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess.</p> <p><i>Tail</i> with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx). Calculated hole volume with 75% excess.</p>
9-7/8 hole for 5 1/2" Production Casing May reduce hole size to 8-3/4" at 6000' if minimal hole problems.	<p><i>Lead</i> with approximately 1020 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx).</p> <p><i>Tail</i> with approximately 1100sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Planned TOC 2000'.</p>
<p>NOTE: If 7-5/8" casing is necessary, cement with Lead with approximately 700 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx). Tail with approximately 240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Planned TOC surface. We will perform a FIT to 10.2 ppg after drilling 20' of new hole.</p> <p>The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.</p>	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2500' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.
NOTE: If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.	

Bill Barrett Corporation
Drilling Program
14-3-45 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4593 psi* and maximum anticipated surface pressure equals approximately 2590 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	Fall 2011
Spud:	Fall 2011
Duration:	15 days drilling time
	45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

AS OF: 2/18/2011

Well Name: 14-3-45 BTR

Surface Hole Data:

Total Depth:	2,500'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	1947.1	ft ³
Lead Fill:	2,000'	
Tail Volume:	486.8	ft ³
Tail Fill:	500'	

Cement Data:

Lead Yield:	3.16	ft ³ /sk
% Excess:	75%	
Top of Lead:	0'	

Calculated # of Sacks:

# SK's Lead:	630
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,000'	

# SK's Tail:	360
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Production Hole Data:

Total Depth:	9,105'
Top of Cement:	2,000'
Top of Tail:	6,280'
OD of Hole:	9.875"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	2355.3	ft ³
Lead Fill:	4,280'	
Tail Volume:	1554.8	ft ³
Tail Fill:	2,825'	

Cement Data:

Lead Yield:	2.31	ft ³ /sk
Tail Yield:	1.42	ft ³ /sk
% Excess:	50%	

Calculated # of Sacks:

# SK's Lead:	1020
# SK's Tail:	1100

14-3-45 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2000' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,000'
	Volume: 346.77 bbl
	Proposed Sacks: 630 sks
Tail Cement - (TD - 2000')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 500'
	Volume: 86.69 bbl
	Proposed Sacks: 360 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6280' - 2000')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 4,280'
	Volume: 419.47 bbl
	Proposed Sacks: 1020 sks
Tail Cement - (9105' - 6280')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 6,280'
	Calculated Fill: 2,825'
	Volume: 276.90 bbl
	Proposed Sacks: 1100 sks

T4S, R5W, U.S.B.&M.

BILL BARRETT CORPORATION

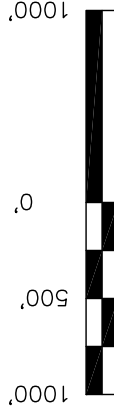
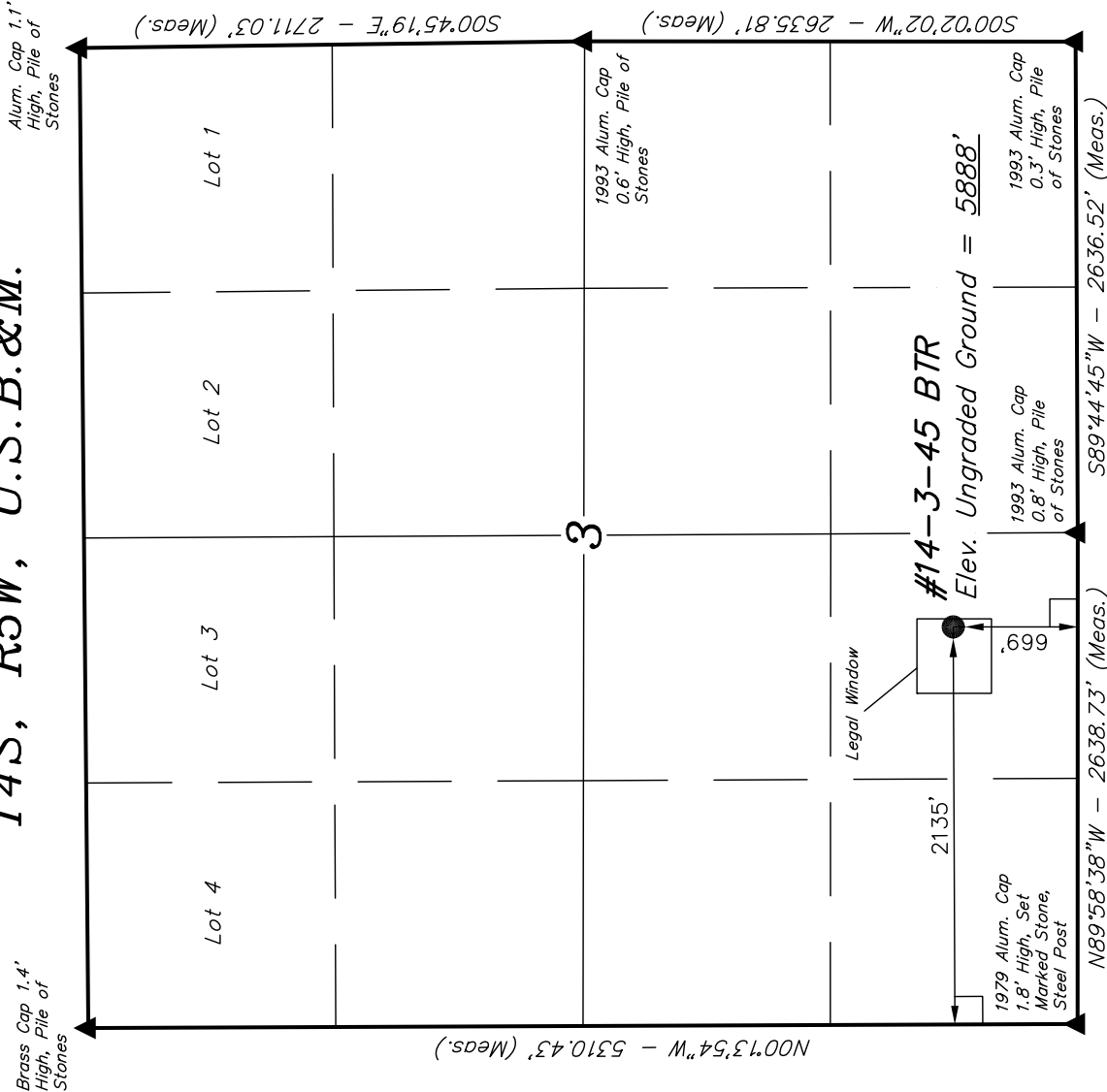
Well location, #14-3-45 BTR, located as shown in the SE 1/4 SW 1/4 of Section 3, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

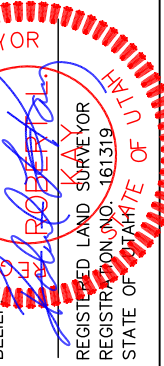
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078

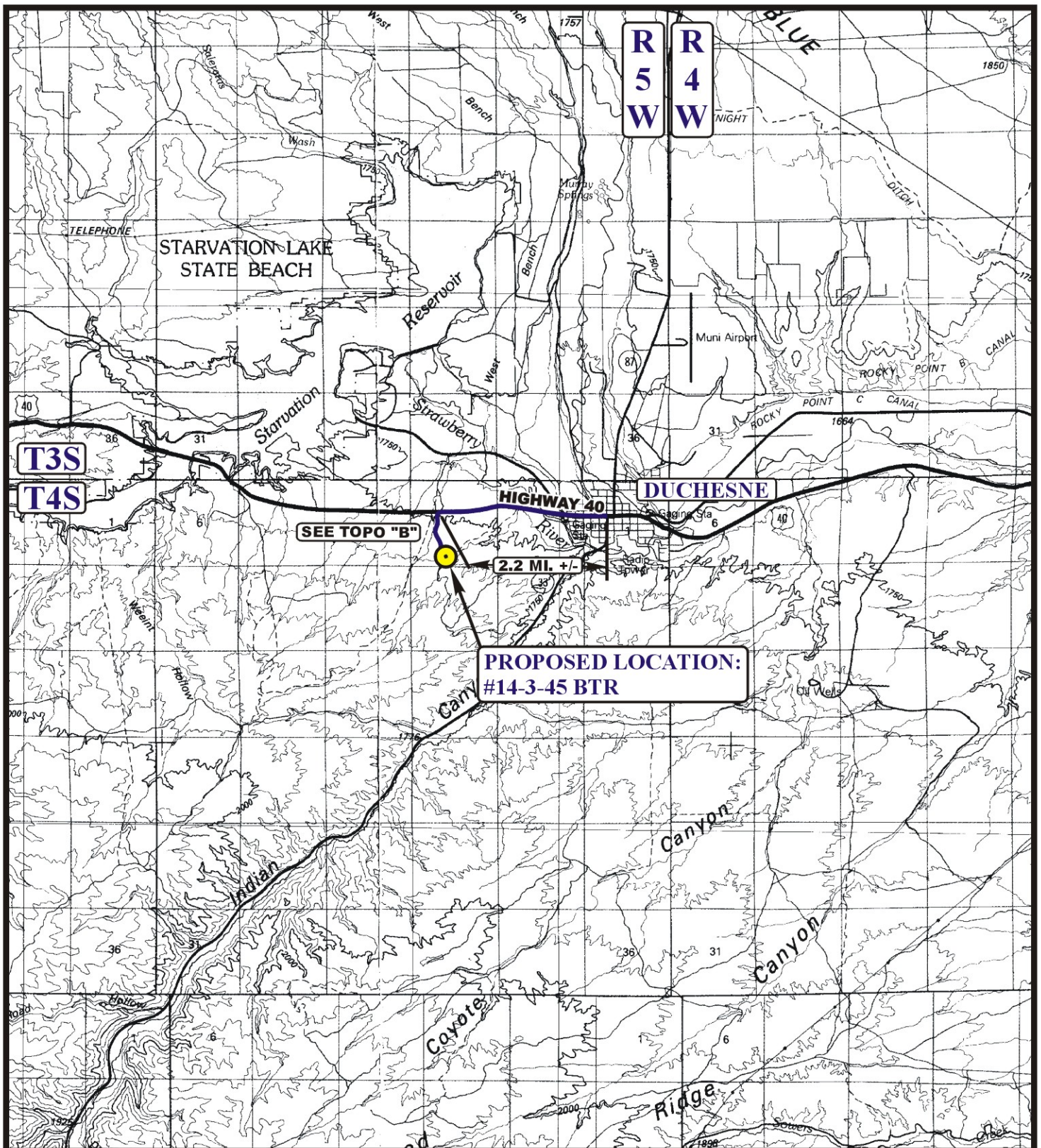
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 10-08-10	DATE DRAWN: 11-11-10
PARTY T.A. C.N. S.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE	BILL BARRETT CORPORATION

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'23.90" (40.156639)
LONGITUDE = 110°26'17.33" (110.438147)
NAD 27 (SURFACE LOCATION)
LATITUDE = 40°09'24.05" (40.156681)
LONGITUDE = 110°26'14.77" (110.437436)



LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

#14-3-45 BTR

SECTION 3, T4S, R5W, U.S.B.&M.

669' FSL 2135' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

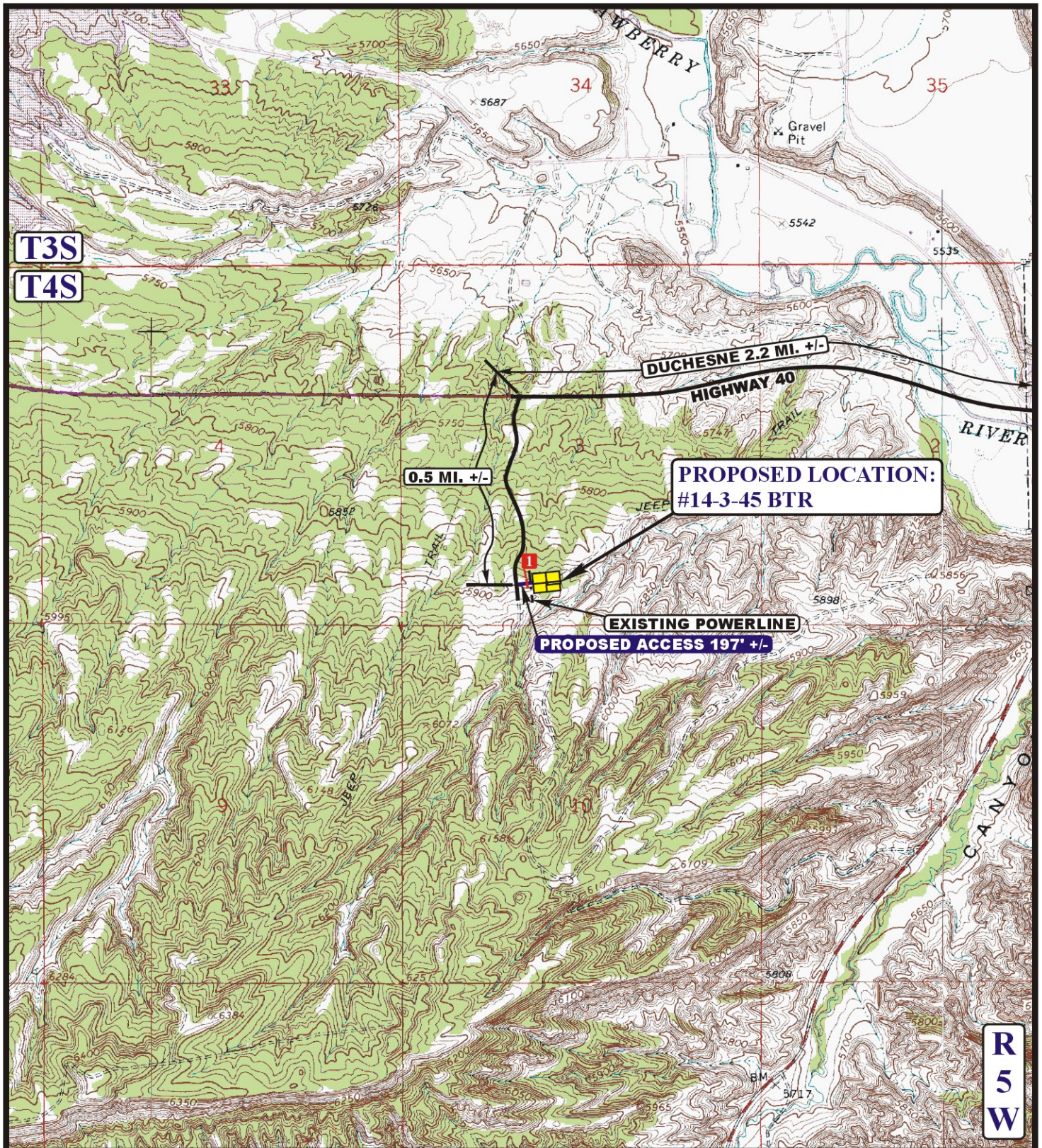
10 22 10
MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: J.J.

REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING POWERLINE
- 18" CMP REQUIRED



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
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BILL BARRETT CORPORATION

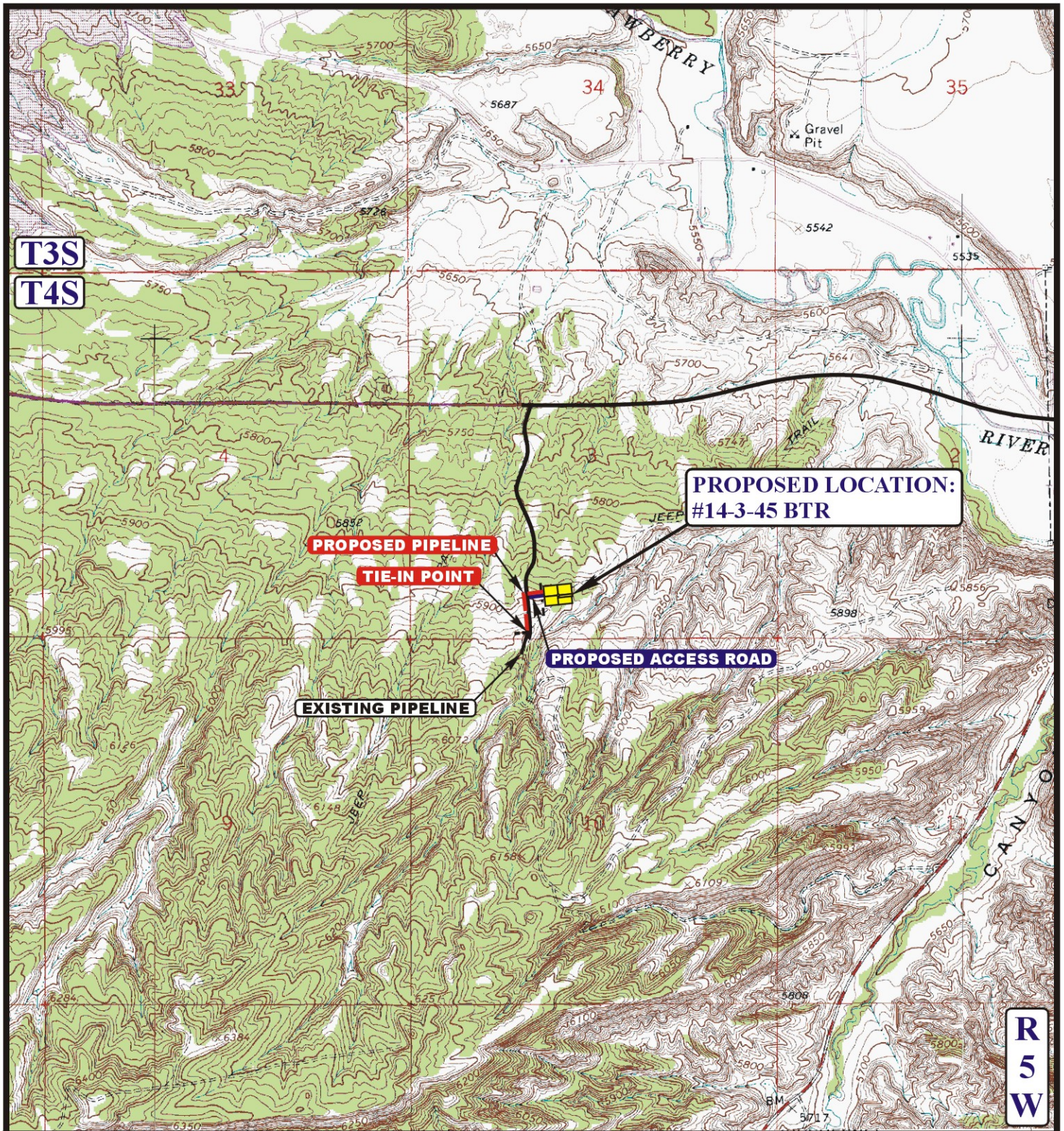
#14-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
669' FSL 2135' FWL

TOPOGRAPHIC
MAP

10 22 10
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.J. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 762' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- - - - - PROPOSED PIPELINE



BILL BARRETT CORPORATION

#14-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
669' FSL 2135' FWL



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TOPOGRAPHIC
MAP

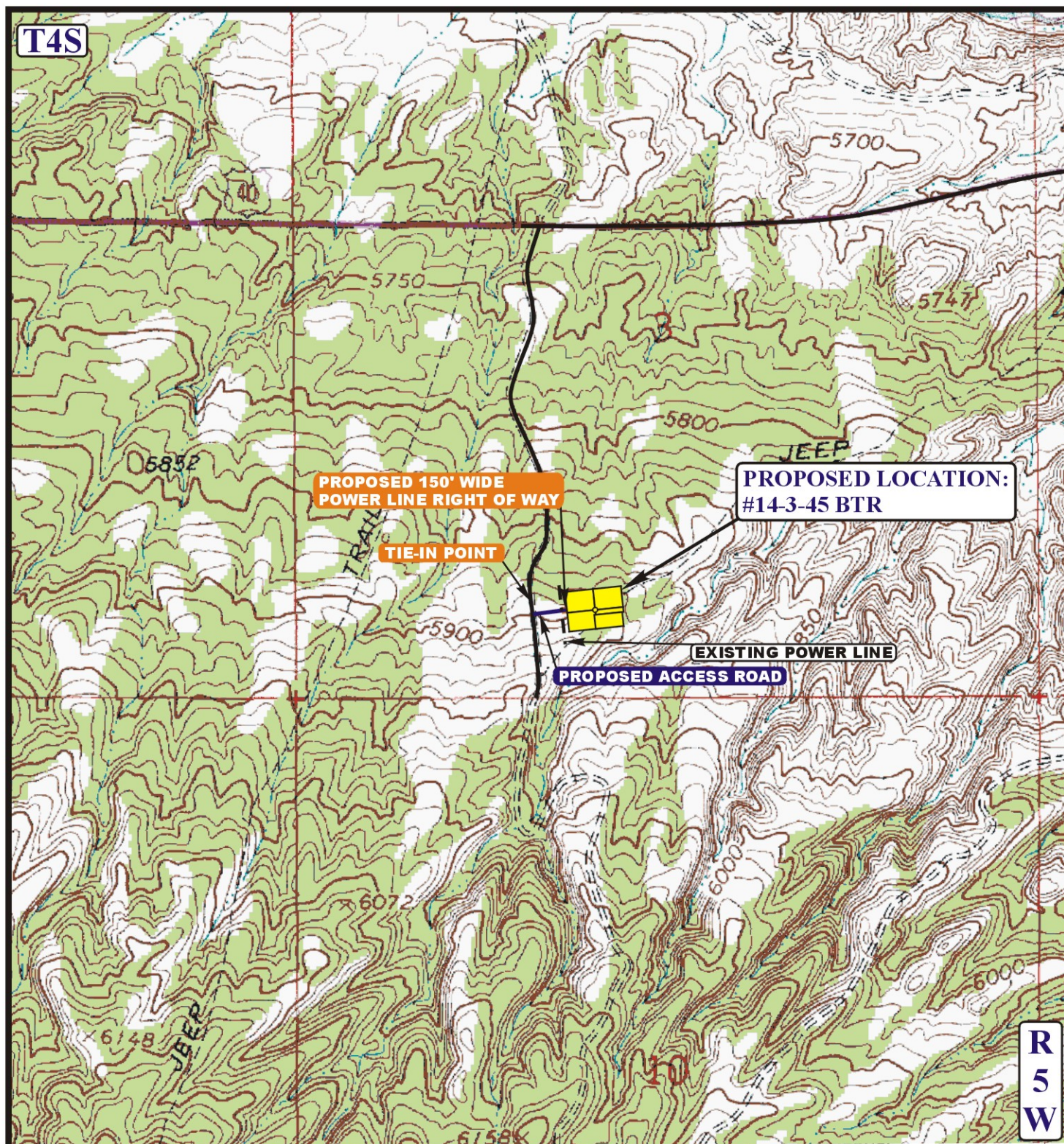
10 22 10
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: J.J.

REVISED: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 33' +/-

LEGEND:

PROPOSED ACCESS ROAD
 EXISTING POWER LINE
 PROPOSED POWER LINE

BILL BARRETT CORPORATION

#14-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
669' FSL 2135' FWL



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TOPOGRAPHIC
MAP

10 **22** **10**
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: J.J. REVISED: 00-00-00

D
TOPO

SURFACE USE PLAN

BILL BARRETT CORPORATION

14-3-45 BTR Well Pad

SESW, 669' FSL, 2135' FWL, Section 3, T4S, R5W, USB&M
Duchesne County, Utah

The project is located entirely on Ute Tribe surface and mineral.

The onsite and surface use with the Ute Indian Tribe was completed on April 4, 2011 As a result of the onsite:

1) One 18" CMP is required where the road enters the pad.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

- a. The proposed well site is located approximately 2.7 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State Highway 40 would be utilized for 2.2 miles to the existing BBC maintained 8-10-45 BTR well site access road that would be utilized for 0.5 miles and provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permit are required
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

Bill Barrett Corporation
Surface Use Plan
14-3-45 BTR
Duchesne County, UT

2. Planned Access Road:

- a. Approximately 197 feet of new access road is planned trending east from the existing 8-10-45 BTR well site access road (see Topographic Map B).
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed because the access road is short and adequate site distance exists in all directions.
- i. One 18 inch culvert is required where the road enters the pad and no low-water crossings are anticipated.
- j. No gates or cattle guards are anticipated at this time.

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14-3-45 BTR
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- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
 - l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
 - m. The operator would be responsible for all maintenance needs of the new access road.
 3. Location of Existing Wells (see One-Mile Radius Map):
 - a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	two
vii. abandoned wells	three
4. Location of Production Facilities
 - a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.
 - b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks or Roto-flex units would be small (75 horsepower or less), natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by a generator.
 - c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and

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measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 762 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending west to the existing 8-10-45 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Yuma Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

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- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River

- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease or EDA area.
- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

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7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

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- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

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8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A surface powerline corridor 33 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 400 feet x 285 feet with an inboard reserve pit size of 100 feet x 200 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

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- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted within 90 days of location construction.
- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

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- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 10-222 dated 1-14-2011.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
- No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.
- d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.461	acres
Access	197 feet	0.136	acres
Pipeline	762 feet	0.525	acres
Powerline	33 feet	0.030	acres

Total 4.122 acres

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14-3-45 BTR
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

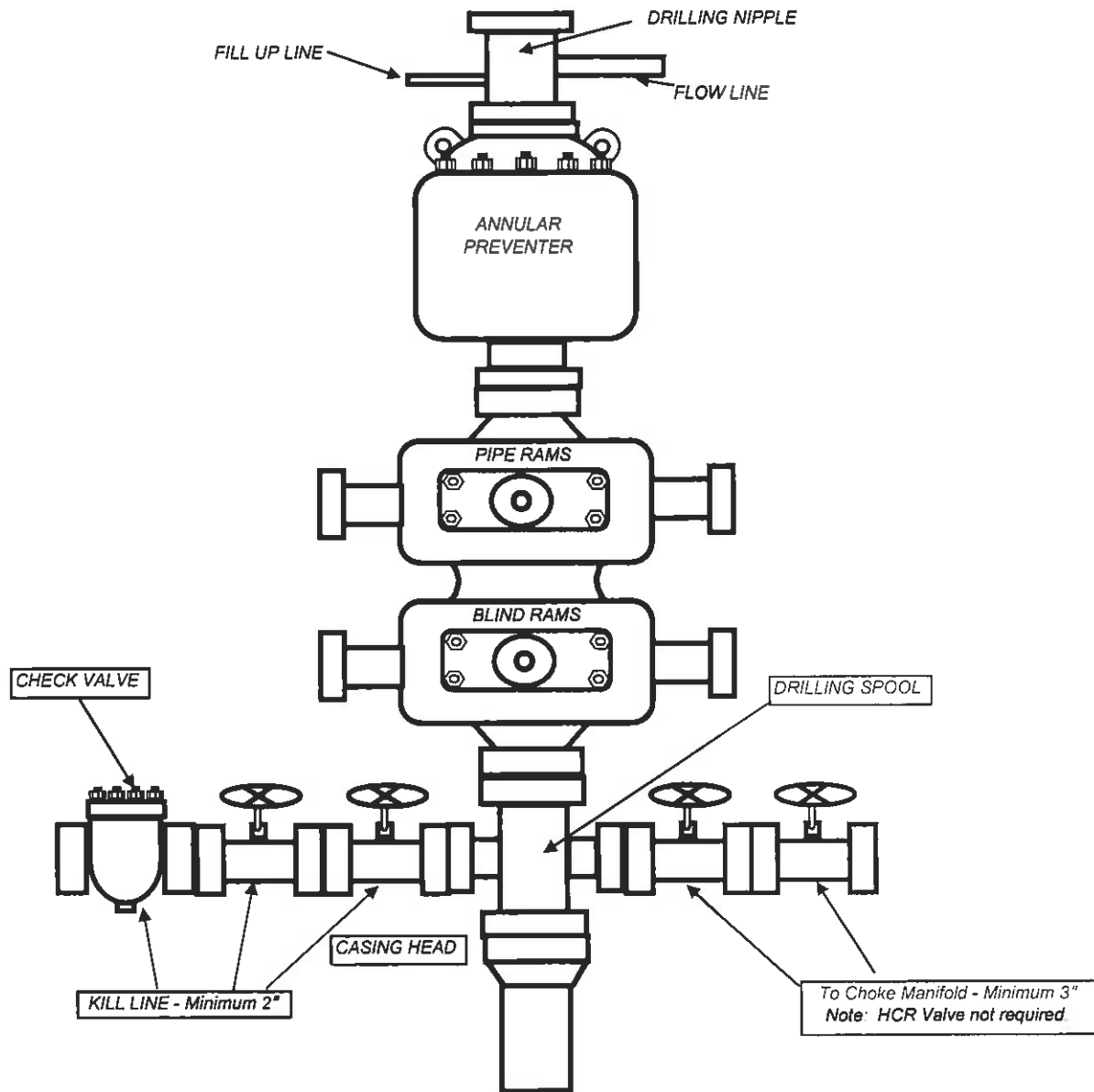
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this 14th day of April 2011
Name: Tracey Fallang
Position Title: Regulatory Manager
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8134
E-mail: tfallang@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com

Tracey Fallang, Reg Mgr
Tracey Fallang, Regulatory Manager

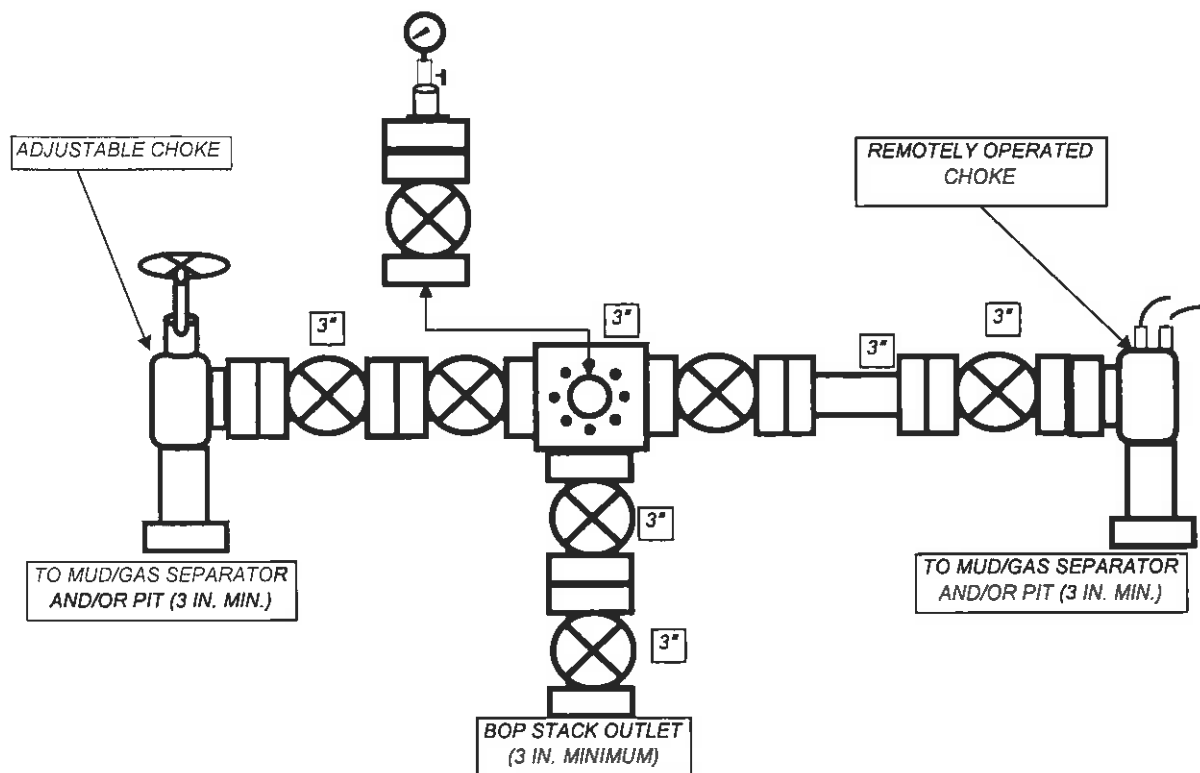
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



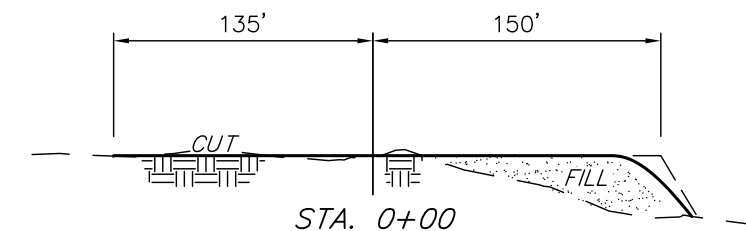
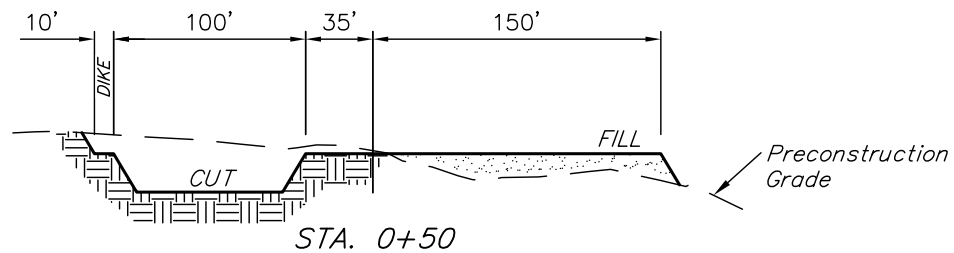
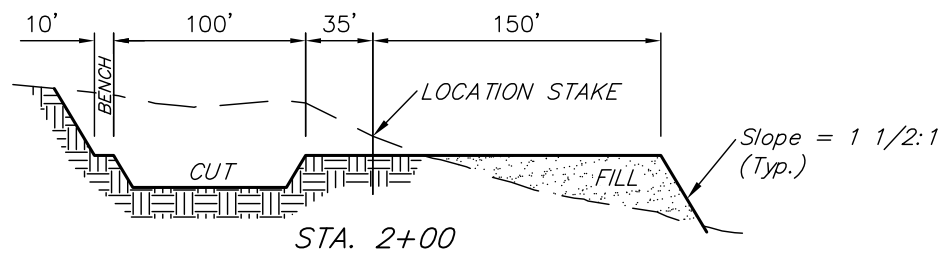
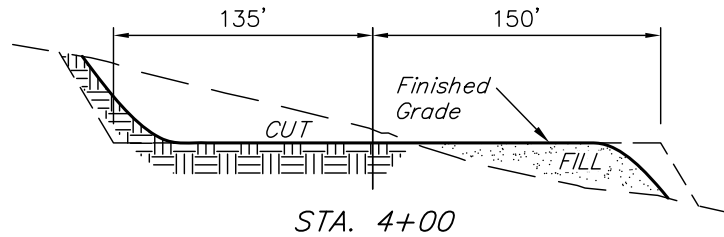
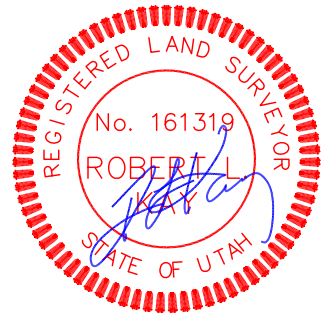
RECEIVED: Apr. 14, 2011

1" = 40'
X-Section
Scale
1" = 100'
DATE: 11-11-10
DRAWN BY: S.B.

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#14-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
669' FSL 2135' FWL

FIGURE #2**NOTE:**

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.461 ACRES
ACCESS ROAD DISTURBANCE = ± 0.136 ACRES
PIPELINE DISTURBANCE = ± 0.525 ACRES
TOTAL = ± 4.122 ACRES

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

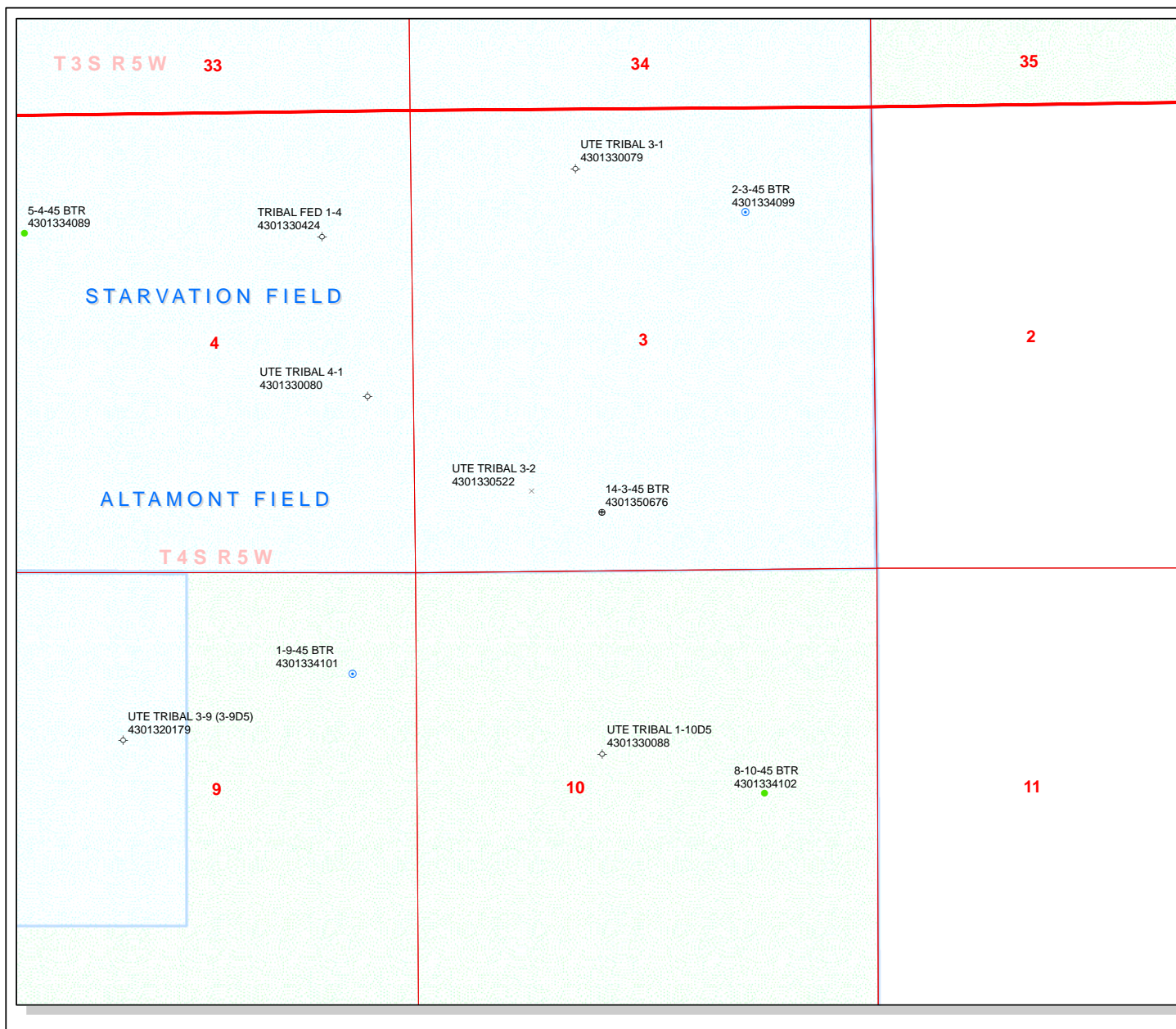
(12") Topsoil Stripping = 5,200 Cu. Yds.
Remaining Location = 19,810 Cu. Yds.
TOTAL CUT = 25,010 CU.YDS.
FILL = 17,350 CU.YDS.

EXCESS MATERIAL = 7,660 Cu. Yds.
Topsoil & Pit Backfill = 7,660 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING

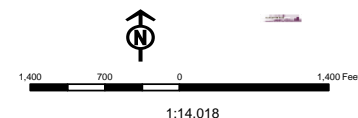
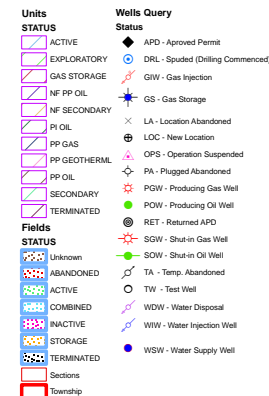
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Apr. 14, 2011



API Number: 4301350676
Well Name: 14-3-45 BTR
Township T0.4 . Range R0.5 . Section 03
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 4/14/2011**API NO. ASSIGNED:** 43013506760000**WELL NAME:** 14-3-45 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8134**CONTACT:** Tracey Fallang**PROPOSED LOCATION:** SESW 03 040S 050W**Permit Tech Review:** ☒**SURFACE:** 0669 FSL 2135 FWL**Engineering Review:** ☐**BOTTOM:** 0669 FSL 2135 FWL**Geology Review:** ☒**COUNTY:** DUCHESNE**LATITUDE:** 40.15663**LONGITUDE:** -110.43746**UTM SURF EASTINGS:** 547910.00**NORTHINGS:** 4445083.00**FIELD NAME:** ALTAMONT**LEASE TYPE:** 2 - Indian**LEASE NUMBER:** 2OG0005608**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER-WASATCH**SURFACE OWNER:** 2 - Indian**COALBED METHANE:** NO**RECEIVED AND/OR REVIEWED:**☒ **PLAT**☒ **Bond:** INDIAN - LPM8874725☐ **Potash**☐ **Oil Shale 190-5**☐ **Oil Shale 190-3**☐ **Oil Shale 190-13**☒ **Water Permit:** Duchesne City Culinary Water Dock☐ **RDCC Review:**☐ **Fee Surface Agreement**☐ **Intent to Commingle****Commingle Approved****LOCATION AND SITING:**☐ **R649-2-3.****Unit:**☐ **R649-3-2. General**☐ **R649-3-3. Exception**☒ **Drilling Unit****Board Cause No:** Cause 139-85**Effective Date:** 3/11/2010**Siting:** 4 Prod LGRRV-WSTC Wells in Drilling Units☐ **R649-3-11. Directional Drill****Comments:** Presite Completed**Stipulations:** 4 - Federal Approval - dmason



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 14-3-45 BTR
API Well Number: 43013506760000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 4/18/2011

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-85. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)
- OR
- submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month

API Well No: 43013506760000

- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "J. Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 14-3-45 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		9. API NUMBER: 43013506760000
9. FIELD and POOL or WILDCAT: ALTAMONT		COUNTY: DUCHESNE
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: Lease Number Correcti
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/7/2011			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

The lease has been earned on this well, the new lease number is
14-20-H62-6399.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Manager
SIGNATURE N/A	DATE 4/27/2011	

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

MAY 02 2011

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 14-20-H62-6399	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name	
2. Name of Operator BILL BARRETT CORPORATION Contact: TRACEY FALLANG E-Mail: tfallang@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.	
3a. Address 1099 18TH STREET, SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 14-3-45 BTR	
3b. Phone No. (include area code) Ph: 303-312-8134		9. API Well No. 43-D13-50676	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SESW 669FSL 2135FWL At proposed prod. zone SESW 669FSL 2135FWL		10. Field and Pool, or Exploratory ALTAMONT/WSTCH-LWR GR	
14. Distance in miles and direction from nearest town or post office* 2.7 MILES SW OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 3 T4S R5W Mer UBM	
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 669	16. No. of Acres in Lease 66101.00	12. County or Parish DUCHESNE	13. State UT
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2793	19. Proposed Depth 9105 MD 9105 TVD	17. Spacing Unit dedicated to this well 160.00	
21. Elevations (Show whether DF, KB, RT, GL, etc.) 5888 GL	22. Approximate date work will start 09/01/2011	20. BLM/BIA Bond No. on file LPM 8874725	
		23. Estimated duration 60 (D&C)	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) TRACEY FALLANG Ph: 303-312-8134	Date 04/14/2011
Title REGULATORY MANAGER		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date AUG 17 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #106448 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal

UDOGM

NOTICE OF APPROVAL
CONDITIONS OF APPROVAL ATTACHED

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

RECEIVED

AUG 23 2011

DIV. OF OIL, GAS & MINING



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 14-3-45 BTR
API No: 43-013-50676

Location: SESW, Sec.3, T4S, R5W
Lease No: 14-20-H62-6499
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	- Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	- Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC CONDITIONS OF APPROVAL

Additional Stipulations:

- Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation.
- See Exhibit One of the approved EA U&O-FY11-Q3-058 for additional mitigation measures that must be followed for each of the proposed well locations.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.

- The personnel from the Ute Tribe Energy & Minerals Department should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to Surface on the production casing.
- Gamma Ray Log shall be run from TD to Surface.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of

the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in

hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 14-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506760000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/31/2011	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> well was spud in December 2011. </div> <div style="width: 35%; text-align: center;"> Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY January 12, 2012 </div> </div>		
NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115
SIGNATURE N/A		TITLE Permit Analyst
		DATE 1/5/2012

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 12/26/2011	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER	
	OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This well was spud on 12/26/2011 by Triple A Drilling at 11:00 am.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY January 12, 2012		
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 1/12/2012	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350676	14-3-45 BTR		SESW	3	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	18363	12/26/2011		1/18/2012		
Comments: Spudding Operation was conducted by Triple A Drilling @ 11:00 am. <i>GR-WS</i>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

RECEIVED
JAN 12 2012

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

Title

1/12/2012

Date

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 14-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506760000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 1/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

No January 2012 Monthly Drilling to report.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 February 06, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 2/6/2012

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# H&P #273
Submitted By L. Lorenzen Phone Number 281-833-2777
Well Name/Number 14-3-45 BTR
Qtr/Qtr SE/SW Section 3A Township 4S Range 5W
Lease Serial Number 14-20-462-6399
API Number 43-013-50676

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM ☐ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☒ Surface Casing
- ☐ Intermediate Casing
- ☐ Production Casing
- ☐ Liner
- ☐ Other

RECEIVED
FEB 06 2012
U.S. DEPT. OF OIL, GAS & MINING

Date/Time 2/7/12 0600 AM ☐ PM ☒

BOPE

- ☒ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time 2/8/12 0600 AM ☐ PM ☒

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 14-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506760000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: ALTAMONT
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		STATE: UTAH

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TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/29/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

February 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 March 06, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 3/1/2012

**14-3-45 BTR 2/1/2012 06:00 - 2/2/2012 06:00**

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	Rec'd 20 Loads On Location, Including Drill Pipe. Mud Tanks & Water Tank Set. Crane On Location, 9 Trucks Used.
18:00	12.00	06:00	1	RIGUP & TEARDOWN	Wait On Daylight.

14-3-45 BTR 2/2/2012 06:00 - 2/3/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	MI/RU H&P #273 = Set mud tanks, Generators Boiler and stack sub.

14-3-45 BTR 2/3/2012 06:00 - 2/4/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	1	RIGUP & TEARDOWN	Assemble derrick and raise. Set catwalks etc. Put on windwalls. Finish setting backyard. Run all electrical and steamlines. Rig up floor. Spool drill line on drum. Connect topdrive and function test. Set yellowdog and fill mud tanks. Set conductor and flowline.

14-3-45 BTR 2/4/2012 06:00 - 2/5/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.50	09:30	1	RIGUP & TEARDOWN	Finish rig up, pressure test mud lines. Make up conductor and flowline.
09:30	0.50	10:00	7	LUBRICATE RIG	Service rig and top drive.
10:00	5.00	15:00	6	TRIPS	Make up HWDP and 6.5" collars and stand in derrick.
15:00	13.00	04:00	20	DIRECTIONAL WORK	Wait on straight motor
04:00	2.00	06:00	6	TRIPS	Pickup Straight motor, make up bit. Prep to drill.

14-3-45 BTR 2/5/2012 06:00 - 2/6/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.75	08:45	6	TRIPS	Pickup BHA spud well @ 0845.
08:45	21.25	06:00	2	DRILL ACTUAL	Drill down to make room for MWD. Put MWD in string. Resume drlg. Drill down stand of HWDP swapping for collars on the go. Drilled 80'-694'. Survey .7" @ 255.6 azi.

14-3-45 BTR 2/6/2012 06:00 - 2/7/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.00	20:00	2	DRILL ACTUAL	Drlg 694-1221'. 527' in 14 hrs. 38 fph. Building angle. Went from 1.5" to 2.8" in 280'. 216 azi .8 DLS.
20:00	0.50	20:30	7	LUBRICATE RIG	Rig service
20:30	2.00	22:30	6	TRIPS	TOH
22:30	5.00	03:30	20	DIRECTIONAL WORK	Laydown bit & motor. Strap and P/U 1.5" bent motor and bit. Orient dir tool.
03:30	1.00	04:30	6	TRIPS	TIH, fill pipe and circulate.
04:30	0.50	05:00	3	REAMING	Ream 1096-1221.
05:00	1.00	06:00	2	DRILL ACTUAL	Drlg 1221-1230

14-3-45 BTR 2/7/2012 06:00 - 2/8/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.00	11:00	2	DRILL ACTUAL	Drlg and sliding. 276' in 5 hrs 55 fph, sliding 25%, 2.4* @ 202.8 azi
11:00	0.50	11:30	7	LUBRICATE RIG	Rig Service
11:30	18.50	06:00	2	DRILL ACTUAL	Drlg and sliding 1506-2075'. 30.75 fph Sliding 35% .4* @ 192.5 azi. Max DLS 1.1

14-3-45 BTR 2/8/2012 06:00 - 2/9/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.50	09:30	2	DRILL ACTUAL	Drlg 2075-2166'. 3.5 hrs. P-rate down.
09:30	1.50	11:00	5	COND MUD & CIRC	Pump sweep, mix and pump dryjob.
11:00	1.00	12:00	6	TRIPS	Blow down TD and trip out of hole.
12:00	1.50	13:30	20		Stand back BHA, Break out bit #2. Graded 2-6. Pickup Varel VTD619P2LHX
13:30	2.50	16:00	6	TRIPS	TIH, Fill pipe and break circ @ HWDP. Finish TIH.
16:00	7.50	23:30	2	DRILL ACTUAL	Resume drlg. 2166-2530'. Final survey .5* @ 174.6 DLS .17
23:30	0.50	00:00	5	COND MUD & CIRC	Pump Sweep and dryjob
00:00	6.00	06:00	6	TRIPS	TOH, Lay down 14 3/4" reamers, 9 7/8" motor and bit

14-3-45 BTR 2/9/2012 06:00 - 2/10/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	12	RUN CASING & CEMENT	HSM, JSA, Rig up csg crew. Prep to run csg. Wrong head for backup tong
10:00	5.00	15:00	12		Make up float equipment and shoe track. Run 58 jts 10 3/4" 45.5# J-55 buttress casing Land @ 2525'.
15:00	1.50	16:30	12		Swedge up and circulate while rigging down casers.
16:30	7.00	23:30	12	RUN CASING & CEMENT	HSM, rig up cmtr's. Cmt as follows; Pressure test to 5k, pump 20 bbl spacer, 40 bbl superflush, 20 bbl spacer, 399 bbl (710sks) lead cmt, 97 bbl (410sks) tail, Displace with 238 bbls mud. Had partial returns after dropping plug. No cmt to sfc. Saw superflush with LCM. Wait 2 hrs then mix and pump top job. Csg filled with 100 sks, Observe for 30 min. Flush riser
23:30	4.00	03:30	13	WAIT ON CEMENT	Wait on cmt. N/D riser. Clean out cellar etc. Clean and refill pits.
03:30	2.50	06:00			Cutoff csg and weld on csg hd.

14-3-45 BTR 2/10/2012 06:00 - 2/11/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.50	13:30	14	NIPPLE UP B.O.P	Finish welding on csg hd. N/U BOP and rotating hd.
13:30	3.50	17:00	15	TEST B.O.P	Tested pipe rams, blind rams, choke line, kill line, kelly valve, floor safety valve and choke manifold to 5K. Tested annular to 2.5K and csg to 1500#. All tested good.
17:00	0.50	17:30	15	TEST B.O.P	Test csg to 1500# for 30 min. Held good.
17:30	0.50	18:00	21	Install wear bushing	Set wear bushing
18:00	1.50	19:30	21	OPEN	N/U flowline etc.
19:30	2.00	21:30	20	DIRECTIONAL WORK	Pickup 8" 1.5* adj .17rpg and Smith MI616 extended guage bit. Orient dir tools. Pickup MWD.
21:30	1.50	23:00	6	TRIPS	TIH. Fill pipe and circulate @ HWDP. TIH to 2430.
23:00	2.00	01:00	2	DRILL ACTUAL	Drill out cmt and shoe jt. Drill to 2550'.
01:00	0.50	01:30	16	DRILL STEM TEST	Spot FIT mud. Do FIT to 10.5# emw.(265#) held 10 min.
01:30	5.50	07:00	2	DRILL ACTUAL	Drlg 2550-2885'. 335' in 5.5hrs 61 fph. Begin building curve. Currently 1.9* @ 311.11

14-3-45 BTR 2/11/2012 06:00 - 2/12/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.00	14:00	2	DRILL ACTUAL	Drlg 2885-3454'. 596' in 8 hrs. 71 fph. Survey 5.5* @ 324.1 azi.
14:00	0.50	14:30	7	LUBRICATE RIG	Rig service, function BOP.
14:30	15.50	06:00	2	DRILL ACTUAL	Drlg 3454-4496'. 1042' in 15.5 hrs. 67 fph. Survey 3.2* @ 323.3 azi.

**14-3-45 BTR 2/12/2012 06:00 - 2/13/2012 06:00**

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	2	DRILL ACTUAL	Drlg 4496-4970'. 474' in 9hrs 53 fph. holding 3.2* @ 319 azi.
15:00	0.50	15:30	7	LUBRICATE RIG	Rig service, function BOP
15:30	14.50	06:00	2	DRILL ACTUAL	Drlg 4970-5634'. 664' in 14.5 hrs. 46 fph. 1.4* @ 303.1 azi. Current mud 9#, 35 vis.

14-3-45 BTR 2/13/2012 06:00 - 2/14/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.00	14:00	2	DRILL ACTUAL	Drlg 5634-5919'. 285' in 8 hrs avg 36 fph. 2.2* @ 311.3 azi.
14:00	0.50	14:30	7	LUBRICATE RIG	Rig service, function BOP
14:30	15.50	06:00	2	DRILL ACTUAL	Drlg 5919-6488'. 569' in 15.5 hrs avg 37 fph. .8* @ 307.4 azi.

14-3-45 BTR 2/14/2012 06:00 - 2/15/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.50	14:30	2	DRILL ACTUAL	Drlg 6488-6867'. 379' in 8.5 hrs, 44.5 fph. SURvey @ 6819' 1* @ 277 azi
14:30	0.50	15:00	7	LUBRICATE RIG	Rig Service
15:00	11.00	02:00	2	DRILL ACTUAL	Drlg 6867-7324'. 457' in 11 hrs. 41.5 fph. Survey @ 7286'. .6 @ 218.1 azi. MW 9.4#/38vis.
02:00	1.00	03:00	5		Pump sweeps, Circulate till sweeps back and shakers clean. Pump slug
03:00	3.00	06:00	6		TOH to pickup coreing tools. Trip was smooth.

14-3-45 BTR 2/15/2012 06:00 - 2/16/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	6	TRIPS	Finish TOH, L/D 8" BHA
10:00	9.50	19:30	4	CORING	HSM, Pickup coring assembly. Inner barrels wrong size. Function test BOP, Slip and cut drlg line etc while waiting.
19:30	2.00	21:30	4		Finish picking up core assembly.
21:30	6.50	04:00	2	DRILL ACTUAL	TIH. Fill pipe and break circulation every 2500'.
04:00	2.00	06:00	4	CORING	Cutting core, pumping 325 gpm with 12k on bit. 53 rpm. 7324-7334'.

14-3-45 BTR 2/16/2012 06:00 - 2/17/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	4	CORING	Coring 8 3/4" x 4" With "Quest Coring Service". From 8334' To 8384' (60 Foot Of Total Core Cut F/ 8324' to 8374'). Wob 15k, Rpm 55, Gpm 320, Overall Avg Rop = 7.5'/ Hr.
12:00	6.00	18:00	6	TRIPS	Slug DP, TOH W/ Core Barrel.
18:00	3.00	21:00	4	CORING	Held Pre-Job Safety Mtg. Recover & L/D 61' Of 4" Core, Break Down & Lay Out Core Barrel.
21:00	1.50	22:30	20	DIRECTIONAL WORK	Clear Rig Floor & M/U Steerable BHA = PDC Bit, 1.5* Bent Housing "Hunting" Mud Motor, .15 Rpg, 7/8 Lobe, 6.3' Bit To Bend.- 3 Pt Rmr, UBHO Sub, NMDC, Gap Sub, NMDC, 3 Pt Rmr, 9 6 1/2" DCs, 15 HWDp.
22:30	4.00	02:30	6	TRIPS	TIH, Break Circ @ 10 3/4" Csg Shoe & 5000', Wash & Ream 94' To Btm.
02:30	3.50	06:00	2	DRILL ACTUAL	Steerable Drilling 8 3/4" Production Hole F/ 7384' To 7481' (97' @ 28'/ Hr). Slide 60%, Rotate 40% To Begin With. Wob 15k, Rpm 50, Gpm 540, Motor 81 Rpm, SPP 2050,

14-3-45 BTR 2/17/2012 06:00 - 2/18/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	2	DRILL ACTUAL	Steerable Drill F/ 7481' To 7587' (106' @ 42.4'/ Hr). EM Tool Giving Erratic Data.
08:30	0.50	09:00	20	DIRECTIONAL WORK	Troubleshoot EM Tool. No Success.
09:00	1.00	10:00	5	COND MUD & CIRC	Transfer Mud, Fill Trip Tanks, Mix & Pump Barite Slug.
10:00	4.00	14:00	6	TRIPS	TOH, L/D EM Tool.
14:00	2.50	16:30	20	DIRECTIONAL WORK	Change Out & Test EM Tool, Reinstall,
16:30	5.00	21:30	6	TRIPS	TIH, Fill Pipe & Check Shot Survey @ 2630' & 5000' , CheckShot Survey Prior To Drilling.
21:30	8.50	06:00	2	DRILL ACTUAL	Steerable drilling f/ 7587' To 7859' (272' @ 32'/ Hr). Wob 22k, Gpm 540, Mtr Rpm 80, Sliding 66%, Rotate 34% To Regain Azm.

14-3-45 BTR 2/18/2012 06:00 - 2/19/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.50	14:30	2	DRILL ACTUAL	Steerable Drilling f/ 7859' to 8144' (285' @ 34'/ Hr) Wob 28k, Rpm 50, Gpm 540, Motor 80 Rpm, SPP 2175 Psi, Diff 175 Psi. Slide 38%, Rotate 62%.
14:30	0.50	15:00	7	LUBRICATE RIG	Service Rig
15:00	15.00	06:00	2	DRILL ACTUAL	Steerable Drilling f/ 8144' To 8713' (569' @ 38'/ Hr) Wob 22k, Rpm 50, Gpm 540, Spp 2200 Psi, Diff 250 Psi. Slide 77%, Rotate 23%

14-3-45 BTR 2/19/2012 06:00 - 2/20/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	2	DRILL ACTUAL	Steerable Drill F/ 8713' To MTD @ 8800'.
08:30	1.50	10:00	5	COND MUD & CIRC	Sweep Hole & Circ Out.
10:00	2.00	12:00	6	TRIPS	Short Trip 16 Stds To 7280' & Back To Btm. "Good Hole Conditions". Note: Hole Size Reduction F/ 9 7/8" To 8 3/4" Hole = 7324'
12:00	1.50	13:30	5	COND MUD & CIRC	Sweep & Circ Out, Mix & Pump Barite Slug.
13:30	5.50	19:00	6	TRIPS	TOH (SLM) For E-Logs. SLM = 8798.8' No Correction Made..
19:00	1.50	20:30	20	DIRECTIONAL WORK	Laydown Directional Tools.
20:30	9.50	06:00	11	WIRELINE LOGS	Held pre-Job Safety Mtg, R/U Halliburton Wireline & Run E-Logs. Log #1= Triple Combo . Log #2 = Dipole Sonic & Image Tool.

14-3-45 BTR 2/20/2012 06:00 - 2/21/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	11	WIRELINE LOGS	Finish Logging, R/D Halliburton Wireline.
10:00	7.00	17:00	6	TRIPS	M/U Re-Run Milltooth Bit, Bit Sub W/ Float, 9 6 1/2" DCs, 15 HWDP, TIH, Break Circ @ 10 3/4" Csg Shoe @ 2525' & Circ Out Barite Slug, Break Circ @ 5400', 7700', Wash 60' To Bottom
17:00	3.00	20:00	5	COND MUD & CIRC	Sweep Hole & Circ & Condition. R/U Lay Down Machine, Pump Barite Slug.
20:00	6.50	02:30	22	LAY DOWN DRILL PIPE	Lay Down Contractors Drill Pipe, HWDP & DCs
02:30	0.50	03:00	23	PULL WEAR BUSHING	Pull Wear Bushing.
03:00	3.00	06:00	12	RUN CASING & CEMENT	Held Pre-Job Safety Mtg W/ All Personnel. R/U Westates Csg Tools & Run 5 1/2", 17.0#, P-110, LTC Production Casing = Float Shoe, 2 Jts Csg, Float Collar, (Pump Thru Shoe Track). 23 Jts Casing, 20' Marker Jt, 20 Jts Csg, 20' Marker Jt, 153 Jts Casing. Total OAL = 8811.33' NOTE: 10 Casing Jts Ran At 06:00. Above Is Csg String As Designed.

14-3-45 BTR 2/21/2012 06:00 - 2/22/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.50	14:30	12	RUN CASING & CEMENT	Run 5 1/2", 17.0#, P-110, LTC Production Casing = Float shoe, 2 Jts. Csg, Float Collar, 23 Jts Csg, 20' Marker Jt, 20 Jts Casing, 20' Marker Jt, 153 Jts Casing. Total OAL 8811.33' Note: Btm Marker @7663.18' Top Marker @ 6759.33'
14:30	1.00	15:30	5	COND MUD & CIRC	Tag Bottom @ 8800', Break Circ & Circ While Rig Down Casing Tools, Rig Up Halliburton Cement Lines.
15:30	4.50	20:00	12	RUN CASING & CEMENT	Switch lines & cement 5 1/2 casing = Held pre-job safety mtg; pressure test lines to 5000 # cement casing = 5 bbls water '40 bbls super flush @ 9.2 ppg 10 bbls water ahead of 1310 sks 541 bbls of Tuned Light mixed @ 11.0 ppg 2.32 yld 10.64 gps water, .125 poly flake & 1# /sks granulate . Tail w/305 sks, 191 bbls Econocem, mixed @ 13.5 ppg 1.42 yld 6.61 gps water. Displace w/ 202 Bbl Fresh Water w/ Biocide. Bumped plug w/ 1848 psi (500 psi over) @ 19:13 hrs 2/21/12. Floats Held, 20 bbls Cement Back to Surface. Rig Down Halliburton
20:00	2.00	22:00	14	NIPPLE DOWN B.O.P	Nipple down bop raise stack , Set cameron 11"x 5 1/2" casing hanger with 170 k = 30k tension. Cut Off & Removed Landing Joint.
22:00	1.00	23:00	14	SET BACK B.O.P	RACK BACK BOP
23:00	7.00	06:00	22	CLEAN MUD TANKS	CLEAN MUD TANKS AND WITER RISE RIG INSTALL NIGHT CAP ON WELL HEAD , RIG RELEASED @ 06:00 HRS 2/22/12 LAST DRILLING REPORT

14-3-45 BTR 2/23/2012 06:00 - 2/24/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well head shut in and secured. HP 273 98% off of location, cleaned out cellar ring and mouse hole.

14-3-45 BTR 2/24/2012 06:00 - 2/25/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well head shut in and secured. Finished Moving the remaining drilling rig equipment off of location. Bladed and cleaned off location, cleaned out cellar & mouse hole, back filled with gravel.

14-3-45 BTR 2/25/2012 06:00 - 2/26/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	LOCL	Lock Wellhead & Secure	Well head shut in and secured.
08:30	2.00	10:30	IWHD	Install Wellhead	Cameron Well head crews arrived, Checked pressure on 5.5" casing 0 psi, checked Surface casing. 0 psi on surface. Removed 11" night cap. Dressed 5.5' casing top, Installed 11" x 7 1/16" 5k B-section, with 2- 2 1/16" 5 k gate valves. N/U B-section Tight, Pressure tested void and hanger seal section to 5000 psi. Good test. Installed 7 1/16" Night cap. Secured well head.
10:30	5.00	15:30	GOP	General Operations	Hauled pit water off.
15:30	14.50	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured.

14-3-45 BTR 2/26/2012 06:00 - 2/27/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured, No construction activity taking place, Hauling pit water off to disposal.

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# H&P #273
Submitted By Jack L. Warr Phone Number 281-833-2777
Well Name/Number 14-3-45 BTR
Qtr/Qtr SE/SW Section 3 Township 4S Range 5W
Lease Serial Number 14-20-462-63 99
API Number 43-013-50676

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM ☐ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☐ Surface Casing
- ☐ Intermediate Casing
- ☒ Production Casing
- ☐ Liner
- ☐ Other

RECEIVED

FEB 19 2012

DIV. OF OIL, GAS & MINING

Date/Time 2/20/12 0600 AM ☐ PM ☒

BOPE

- ☐ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time _____ 000 AM ☐ PM ☐

Remarks MTD 8,800', 5.5" 17.0# P-110 Casing In 9.875" x 8 3/4" Hole.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 14-3-45 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		9. API NUMBER: 43013506760000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 3/12/2012	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PLUG BACK	
	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <div style="text-align: center; margin-top: 20px;"> This well had first gas sales on 3/12/2012 and first oil sales on 3/16/2012. </div> <div style="text-align: right; margin-top: 20px;"> Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 16, 2012 </div>		
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 3/16/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 14-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506760000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

March 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 April 13, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 4/5/2012

**14-3-45 BTR 3/1/2012 06:00 - 3/2/2012 06:00**

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well head shut in and secured, slurred frac tanks with KCL and con't to fill frac tanks with frac water, Set fall protection equipment, Set flow back tanks and built containment berms around flow back tanks. con't to prep location for frac and construction crews continued to build production facilities.

14-3-45 BTR 3/2/2012 06:00 - 3/3/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured, Safety meeting with contract crews. Removed 7" Night Cap, Installed Cameron frac mandrel, tested frac mandrel seal to 5k. good test. N/U 5 1/8" frac tree, with 10k 1002 goat head. R/U sand trap & flow back equipment. Tarped flow back tanks. Construction crews continued to work on production facilities.

14-3-45 BTR 3/3/2012 06:00 - 3/4/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com

14-3-45 BTR 3/4/2012 06:00 - 3/5/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Prep Location for Frac, pressure tested 5.5" casing to 8500 psi, held test for 30 minutes on remote chart recorder. pressure tested sand trap and flow system. good test on flow back equipment. Shut in and secured frac tree. Construction crew con't to work on production facilities.

14-3-45 BTR 3/5/2012 06:00 - 3/6/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Frac tree shut in and secured. Set and built berms around storage tanks. Construction crews con't to work on production facilities.

14-3-45 BTR 3/6/2012 06:00 - 3/7/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Frac tree shut in and secured. Set Water transfer equipment, Set Mountain Movers on location, Heating frac water. Con't working on production facilities.

14-3-45 BTR 3/7/2012 06:00 - 3/8/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	LOCL	Lock Wellhead & Secure	WSI And Secured
08:00	1.25	09:15	SRIG	Rig Up/Down	SLB Arrive On Location, Hold Safety Meeting. Spot Equipment, Rig-Up Lubricator.
09:15	1.00	10:15	PTST	Pressure Test	Rig-Up To Well, Pressure Test Lubricator To 4500#. Arm Gun, Pick-up, Rig Up To Well. 0 Psi.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
10:15	1.34	11:35	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 7662 - 7682'. Drop Down To Depth, Pull Up And Shoot Stage 1 CR-4A/CR-4 Zone As Follows; 8369 - 70, 8381 - 82, 8393 - 94, 8403 - 04, 8412 - 13, 8437 - 38, 8455 - 56, 8476 - 77, 8491 - 92, 8513 - 14, 8533 - 34, 8539 - 40, 8561 - 62, 8583 - 84, 8599 - 8600, 8613 - 14, 8637 - 38, 8649 - 50. 54 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
11:35	5.42	17:00	SRIG	Rig Up/Down	HES Arrive On Location At 1200 Hrs., Rig Up Equipment.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

14-3-45 BTR 3/8/2012 06:00 - 3/9/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.84	06:50	GOP	General Operations	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Hold Safety Meeting. Ran QC On Fluid, Looks Good.
06:50	1.50	08:20	FRAC	Frac. Job	Open Well. ICP - 30 Psi. Frac Stage 1. BreakDown At 10.4 Bpm And 2995 Psi.. Pump 3900 Gals. 15% HCL And 108 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.5 Bpm, Pressure 4320 Psi. ShutDown, Isip 2928 Psi., .78 F.G., 43/54 Holes Open. Pump SlickWater Pad, Start XLink, Pump Pad,Stage Into 2,3, And 3.5# 20/40 SLC Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 3152 Psi., .81 F.G.. Shut In Well. Total Clean Fluid 134,793 Gals./ 3209 Bbls. Total 20/40 SLC 130,700#. Design Called For 163,000#. 80.2% Of Design. BWTR 3351 Bbls. Avg. Rate 70.6 Bpm Max Rate 70.9 Bpm Avg. Pres 4154 Psi Max. Pres 5685 Psi
08:20	0.25	08:35	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equaize And Open.
08:35	1.34	09:55	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 7662 - 7682'. Drop Down To Depth, Set CBP At 8,364'. Pull Up And Shoot Stage 2 CR-4/CR-3 Zone As Follows; 8145 - 46, 8173 - 74, 8193 - 94, 8203 - 04, 8225 - 26, 8236 - 38, 8261 - 62, 8275 - 76, 8286 - 87, 8306 - 08, 8319 - 20, 8324 - 25, 8332 - 33, 8343 - 44. 48 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
09:55	0.08	10:00	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
10:00	1.50	11:30	FRAC	Frac. Job	Open Well. ICP - 2745 Psi. Frac Stage 2. BreakDown At 9.7 Bpm And 2988 Psi.. Pump 3900 Gals. 15% HCL And 96 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.5 Bpm, Pressure 4450 Psi. ShutDown, Isip 3037 Psi., .81 F.G., 42/48 Holes Open. Pump SlickWater Pad, Start XLink, Pump Pad,Stage Into 2,3, 3.5 And 4.0# SLC 20/40 Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 3144 Psi., .82 F.G.. Shut In Well. Total Clean Fluid 148,006 Gals./ 3524 Bbls. Total 20/40 SLC 173,200# BWTR 3705 Bbls. Avg. Rate 70.6 Bpm Max Rate 70.9 Bpm Avg. Pres 4166 Psi Max. Pres 6070 Psi
11:30	0.25	11:45	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Bolts At Top Of Second To Bottom Gun Were Not Installed, Those Guns And Plug Assembly Were Dropped While Swinging Over To Well. No Damage Or Injury, Reinstalled. Nipple Up To Well. Equaize And Open.
11:45	1.25	13:00	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 7662 - 7682'. Drop Down To Depth, Set CBP At 8,136'. Pull Up And Shoot Stage 3 CR-3 Zone As Follows; 7936 - 37, 7955 - 56, 7967 - 68,7975 - 76, 7985 - 86, 7999 - 8000, 8005 - 06, 8014 - 15, 8024 - 25, 8037 - 38, 8055 - 56, 8069 - 70, 8079 - 80, 8101 - 02, 8116 - 17. 45 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
13:00	0.08	13:05	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:05	1.42	14:30	FRAC	Frac. Job	Open Well. ICP - 2655 Psi. Frac Stage 3. BreakDown At 9.6 Bpm And 2781 Psi.. Pump 3900 Gals. 15% HCL And 90 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.4 Bpm, Pressure 4244 Psi. ShutDown, Isip 2863 Psi., .80 F.G., 43/45 Holes Open. Pump SlickWater Pad, Start XLink, Pump Pad,Stage Into 2,3,3.5 And 4# 20/40 SLC Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 3088 Psi., .83 F.G.. Shut In Well. Total Clean Fluid 140,699 Gals./ 3350 Bbls. Total 20/40 157,000# SLC BWTR 3512 Bbls. Avg. Rate 70.7 Bpm Max Rate 71.4 Bpm Avg. Pres 4075 Psi Max. Pres 4869 Psi
14:30	0.25	14:45	CTUW	W/L Operation	Turn Well Over To W/L, Pick-Up Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equaize And Open.
14:45	1.25	16:00	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 7662 - 7682'. Drop Down To Depth, Set CBP At 7,924'. Pull Up And Shoot Stage 4 CR-2 Zone As Follows; 7717 - 18, 7725 - 26, 7731 - 32, 7737 - 38, 7745 - 46, 7757 - 58, 7771 - 72, 7783 - 84, 7803 - 04, 7828 - 29, 7851 - 52, 7869 - 70, 7882 - 83, 7903 - 04. 42 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
16:00	2.00	18:00	GOP	General Operations	HES And SLB Secure Equipment.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

14-3-45 BTR 3/9/2012 06:00 - 3/10/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	GOP	General Operations	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Hold Safety Meeting. Ran QC On Fluid, Looks Good.
06:30	1.34	07:50	FRAC	Frac. Job	Open Well. ICP - 2483 Psi. Frac Stage 4. BreakDown At 10.6 Bpm And 3226 Psi.. Pump 3900 Gals. 15% HCL And 84 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 71.5 Bpm, Pressure 4670 Psi. ShutDown, Isip 2640 Psi., .78 F.G., 32/42 Holes Open. Pump SlickWater Pad, Start XLink, Pump Pad,Stage Into 2,3,3.5 And 4# 20/40 SLC Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 2916 Psi., .81 F.G.. Shut In Well. Total Clean Fluid 138,527 Gals./ 3298 Bbls. Total 20/40 154,700# SLC BWTR 3440 Bbls. Avg. Rate 70.5 Bpm Max Rate 71.5 Bpm Avg. Pres 4255 Psi Max. Pres 5063 Psi
07:50	0.25	08:05	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equaize And Open.
08:05	1.25	09:20	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 6758 - 6778'. Drop Down To Depth, Set CBP At 7,712'. Pull Up And Shoot Stage 5 CR-2/Wasatch Zone As Follows; 7536 - 37, 7551 - 52, 7557 - 58, 7569 - 70, 7579 - 80, 7586 - 87, 7600 - 01, 7619 - 20, 7631 - 32, 7642 - 43, 7655 - 56, 7664 - 65, 7673 - 74, 7687 - 88, 7701 - 02. 45 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
09:20	0.08	09:25	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
09:25	1.42	10:50	FRAC	Frac. Job	Open Well. ICP - 2205 Psi. Frac Stage 5. BreakDown At 9.6 Bpm And 2360 Psi.. Pump 3900 Gals. 15% HCL And 90 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 68.3 Bpm, Pressure 4250 Psi. ShutDown, Isip 2461 Psi., .76 F.G., 34/45 Holes Open. Pump SlickWater Pad, Start XLink, Pump Pad,Stage Into 2,3,3.5 And 4# 20/40 Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 2637 Psi., .79 F.G.. Shut In Well. Total Clean Fluid 131,273 Gals./ 3126 Bbls. Total 20/40 150,400# BWTR 3296 Bbls. Avg. Rate 70.6 Bpm Max Rate 70.9 Bpm Avg. Pres 3835 Psi Max. Pres 5699 Psi

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
10:50	0.25	11:05	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equilaize And Open.
11:05	1.25	12:20	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 6758 - 6778'. Drop Down To Depth, Set CBP At 7,525'. Pull Up And Shoot Stage 6 CR-1A/CR-1/UteLand Butte Zone As Follows; 7295 - 96, 7318 - 19, 7329 - 30, 7343 - 44, 7365 - 66, 7379 - 80, 7404 - 05, 7415 - 16, 7428 - 29, 7447 - 48, 7463 - 64, 7473 - 74, 7484 - 85, 7498 - 99, 7514 - 15. 45 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
12:20	0.08	12:25	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
12:25	1.50	13:55	FRAC	Frac. Job	Open Well. ICP - 2088 Psi. Frac Stage 6. BreakDown At 9.3 Bpm And 2221 Psi.. Pump 3900 Gals. 15% HCL And 90 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.6 Bpm, Pressure 3843 Psi. ShutDown, Isip 2319 Psi., .75 F.G., 39/45 Holes Open. Pump SlickWater Pad, Start XLink, Pump 1# 100 Mesh, Stage Into 1, 2,3,3.5 And 4# 20/40 Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 2524 Psi., .78 F.G.. Shut In Well. Total Clean Fluid 156,192 Gals./ 3719 Bbls. Total 20/40 165,900# Total 100 Mesh 20,100# BWTR 3913 Bbls. Avg. Rate 71.0 Bpm Max Rate 71.2 Bpm Avg. Pres 3694 Psi Max. Pres 4762 Psi
13:55	0.25	14:10	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equilaize And Open.
14:10	2.75	16:55	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 6758 - 6778'. Drop Down To Depth, Set CBP At 7,286'. Pull Up And Shoot Stage 7 Castle Peak Zone As Follows; 7125 - 26, 7137 - 38, 7146 - 47, 7155 - 56, 7167 - 68, 7186 - 87, 7195 - 96, 7207 - 08, 7217 - 18, 7243 - 44, 7249 - 50, 7261 - 62, 7270 - 71. 39 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
16:55	1.08	18:00	GOP	General Operations	HES And SLB Secure Equipment.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

14-3-45 BTR 3/10/2012 06:00 - 3/11/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.17	06:10	GOP	General Operations	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Hold Safety Meeting. Ran QC On Fluid, Looks Good.
06:10	1.58	07:45	FRAC	Frac. Job	Open Well. ICP - 1813 Psi. Frac Stage 7. BreakDown At 10.0 Bpm And 2183 Psi.. Pump 3900 Gals. 15% HCL And 78 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.4 Bpm, Pressure 3985 Psi. ShutDown, Isip 2191 Psi., .74 F.G., 31/39 Holes Open. Pump SlickWater Pad, Start XLink, Pump 1# 100 Mesh, Stage Into 1, 2,3,3.5 And 4# 20/40 Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 2887 Psi., .84 F.G.. Shut In Well. Total Clean Fluid 148,854 Gals./ 3544 Bbls. Total 20/40 158,200# Total 100 Mesh 19,200# BWTR 3740 Bbls. Avg. Rate 71.2 Bpm Max Rate 71.4 Bpm Avg. Pres 3574 Psi Max. Pres 4626 Psi
07:45	0.25	08:00	CTUW	W/L Operation	Turn Well Over To W/L, Arm Gun, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equilaize And Open.
08:00	1.17	09:10	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 6758 - 6778'. Drop Down To Depth, Set CBP At 7,116'. Pull Up And Shoot Stage 8 Castle Peak/Black Shale Zone As Follows; 6871 - 72, 6877 - 78, 6885 - 86, 6907 - 08, 6933 - 34, 6956 - 57, 6969 - 70, 6985 - 86, 6995 - 96, 7003 - 04, 7029 - 30, 7048 - 49, 7063 - 64, 7081 - 82, 7099 - 7100. 45 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
09:10	0.17	09:20	GOP	General Operations	Turn Well Over To HES. Pressure Test To 8500 Psi., Equalize To Well Pressure.
09:20	1.33	10:40	FRAC	Frac. Job	Open Well. ICP - 1450 Psi. Frac Stage 8. BreakDown At 10.0 Bpm And 1661 Psi.. Pump 3900 Gals. 15% HCL And 90 BioBalls, Flush Away. Down 15 Min. For Balls To Fall. Bring Back Up To Rate, Stabilized Rate 70.6 Bpm, Pressure 3902 Psi. ShutDown, Isip 1726 Psi., .68 F.G., 30/45 Holes Open. Pump SlickWater Pad, Start XLink, Pump 1# 100 Mesh, Stage Into 1, 2,3,3.5 And 4# 20/40 Stages Maintaining 20# Linear Gel. OverFlush Bottom Perf. Volume 15 Bbls., ShutDown. Isdp 1978 Psi., .72 F.G.. Shut In Well. Total Clean Fluid 131,700 Gals./ 3128 Bbls. Total 20/40 131,700# Total 100 Mesh 16,940# BWTR 3288 Bbls. Avg. Rate 71.1 Bpm Max Rate 71.3 Bpm Avg. Pres 3341 Psi Max. Pres 5046 Psi
10:40	0.50	11:10	CTUW	W/L Operation	Turn Well Over To W/L, Pick-Up With Baker 20 Setting Kit And HES FAS Drill CBP, Nipple Up To Well. Equaize And Open.
11:10	1.00	12:10	PFRT	Perforating	RIH With 3 1/8" CCL And Baker 20/HES FAS Drill CBP. Correlating To HES Spectral Density/Dual Spaced Neutron Dated 02/19/2012 And SBL CBL/CCL Dated 02/28/2012. Found And Correlated To Marker Joint At 6758 - 6778'. Drop Down To Depth, Set CBP At 6,800'(Kill Plug). Pooh, LD Tools. WSI And Secured.
12:10	2.50	14:40	SRIG	Rig Up/Down	HES And SLB RigDown Equipment.
14:40	15.33	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

14-3-45 BTR 3/11/2012 06:00 - 3/12/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting.
07:30	2.00	09:30	SRIG	Rig Up/Down	Set Anchors, MIRU w/o rig.
09:30	0.50	10:00	BOPI	Install BOP's	Bled off Pressure from Csg. ND Frac tree, NU 7 1/16" 5K Double gate, NU 7 1/16" 5K Mud Cross, NU 7 1/16" 5K Change rams over for 2 3/8" Tbg. & function test.
10:00	0.50	10:30	SRIG	Rig Up/Down	RU work floor & Tbg. equip.
10:30	1.50	12:00	GOP	General Operations	Unload Tbg.
12:00	2.50	14:30	RUTB	Run Tubing	PU 4 5/8" Chomp Mill, 1 Jt. 2 3/8" L80 4.5# Tbg., XN Nipple, 1 Jt., X Nipple, & Tbg. Tag Kill Plug @ 6800'.
14:30	0.50	15:00	SRIG	Rig Up/Down	RU Power Swivel.
15:00	3.00	18:00	DOPG	Drill Out Plugs	Make connections to next plug. Establish circ. w/ Rig pump @ 1.5 Bbls./min. Returning 3 Bbls./min. Drill Plugs as follows: Plg. @ 6800', Csg.-1300# Plg. @7116', 20' of sand. Csg.-1000# Plg. @7286', 40' of sand. Csg.-1250# Circulated Bottoms up. Drain all fluid equip.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	Secure well for the night. WSI.

14-3-45 BTR 3/12/2012 06:00 - 3/13/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI. Csg.-1400#
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
07:30	6.00	13:30	DOPG	Drill Out Plugs	Make connections to next plug. Establish circ. w/ rig pump @ 1.5 Bbls./min. Returning 3 Bbls./min. Drill Plugs as follows: Plg. @7525', 30' of sand. Csg.-1300# Plg. @7712', 35' of sand. Csg.-1250# Plg. @7924', 35' of sand. Csg.-1250# Plg. @8136', 45' of sand. Csg.-1300# Plg. @8364', 45' of sand. Csg.-1300# FC @8708', 90' of sand. Drilled out float Collar + 30' of shoe joint. New PBDT @ 8738'. Circulated bottoms up. Csg.-1100#.
13:30	0.50	14:00	SRIG	Rig Up/Down	RD Power Swivel.
14:00	1.00	15:00	PULT	Pull Tubing	Lay down Tbg. to landing depth.
15:00	1.00	16:00	GOP	General Operations	PU Hanger, Wash Bowl w/ 5 Bbls., Stage hanger thru BOP stack, Land hanger & Test. Land Tbg. as follows: Tubing Des: Tubing - ProductionSet Depth (ftKB): 6,819.8 Run Date: 2012/03/12 18:00 Pull Date: Tubing Components Jts Item Des OD (in) ID (in) Wt (lb/ft) Grade Len (ft) Top (ftKB) 1 Tubing Hanger 5 2.441 L-80 0.44 0 0.4 213 Tubing 2 3/8 1.995 4.6 N-80 6,752.58 0.4 6,753.00 1 Profile Nipple 2 3/8 1.995 4.6 N-80 1.15 6,753.00 6,754.20 1 Tubing 2 3/8 1.995 4.6 N-80 31.73 6,754.20 6,785.90 1 XN Nipple 2 3/8 1.995 4.6 N-80 1.25 6,785.90 6,787.20 1 Tubing 2 3/8 1.995 4.6 N-80 31.7 6,787.20 6,818.90 1 Pump Off Bit Sub 3 1/8 2.441 6.5 0.95 6,818.90 6,819.80
16:00	0.50	16:30	SRIG	Rig Up/Down	RD Tbg. equip. & work floor.
16:30	0.50	17:00	BOPR	Remove BOP's	ND BOP, NU Production tree.
17:00	0.50	17:30	GOP	General Operations	Drop ball, Pump off bit. Chase w/ 30 Bbls. @ 4 Bbls./min.
17:30	0.50	18:00	SRIG	Rig Up/Down	Tie in sand can to sales line.
18:00	1.00	19:00	SRIG	Rig Up/Down	RDMO w/o rig.
19:00	11.00	06:00	FBCK	Flowback Well	Put well on production.

14-3-45 BTR 3/16/2012 06:00 - 3/17/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com

14-3-45 BTR 3/20/2012 06:00 - 3/21/2012 06:00

API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	FBCK	Flowback Well	Well currently Flowing to sales, Casing pressure @ 1750, Tbg pressure @ 750, SLB wireline crew traveling from Vernal yard to location.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
08:30	1.50	10:00	SRIG	Rig Up/Down	MIRU SLB Wireline unit.
10:00	3.00	13:00	WLWK	Wireline	P/up weight bars, attempted to RIH with dummy run, was having a hard time getting down due to tool sting being to light. Pooh and added extra weight bar, reduced choke size from 24/64" to 14/64" choke to decrease to tbq flow. Was able to RIH with weight bars, made depth determination run. Tagged PBTD @ 8581' was unable to reach the last four sets of perf cluster from 8599' to 8600', 8613' to 8614', 8637' to 8638', 8649' to 8650'. Pooh with weight bars,
13:00	5.50	18:30	LOGG	Logging	P/up PBMS logging tools, RIH with PBMS Logging tools. Logged from 8581' to 6880', completing 3 logging passes at 130' - 200 - 230 fpm. made 6 station stop @ 6880', 8570', 7120', 7130', 8140', 8365'. Completed production log. Pulled Logging tools back into tbq, tools became stuck @ 6775'. Estimated depth shows tools are stuck @ the XN profile nipple. OD & Length on tool assembly. Cable head 1.365" OD 3- weight bar 1 -11/16" OD 1-PBMS/GR/TEMP/CCL, 1-11/16" OD 1-PGMC, 1-11/16" OD 1-PFCS/ Spinner tool, 1-11/16" OD 1-PFCD / Caliper, 1-11/16" OD Total over all tools length 43.6'
18:30	2.50	21:00	WLWK	Wireline	Attempted to work tool string and e-line free. No success with tool coming free. Called and discuss options with Denver & SLB management, decision was made to pull e-line out of the cable head / weak point. Worked Line tension to 2900 lb and pulled e-line free from cable head. Pooh with E-line. Seen clean break at the cable head, all the wire was recovered. RDMO SLB wireline off location.
21:00	8.50	05:30	LOCL	Lock Wellhead & Secure	Shut in and secured well head for the night.

14-3-45 BTR 3/23/2012 06:00 - 3/24/2012 06:00

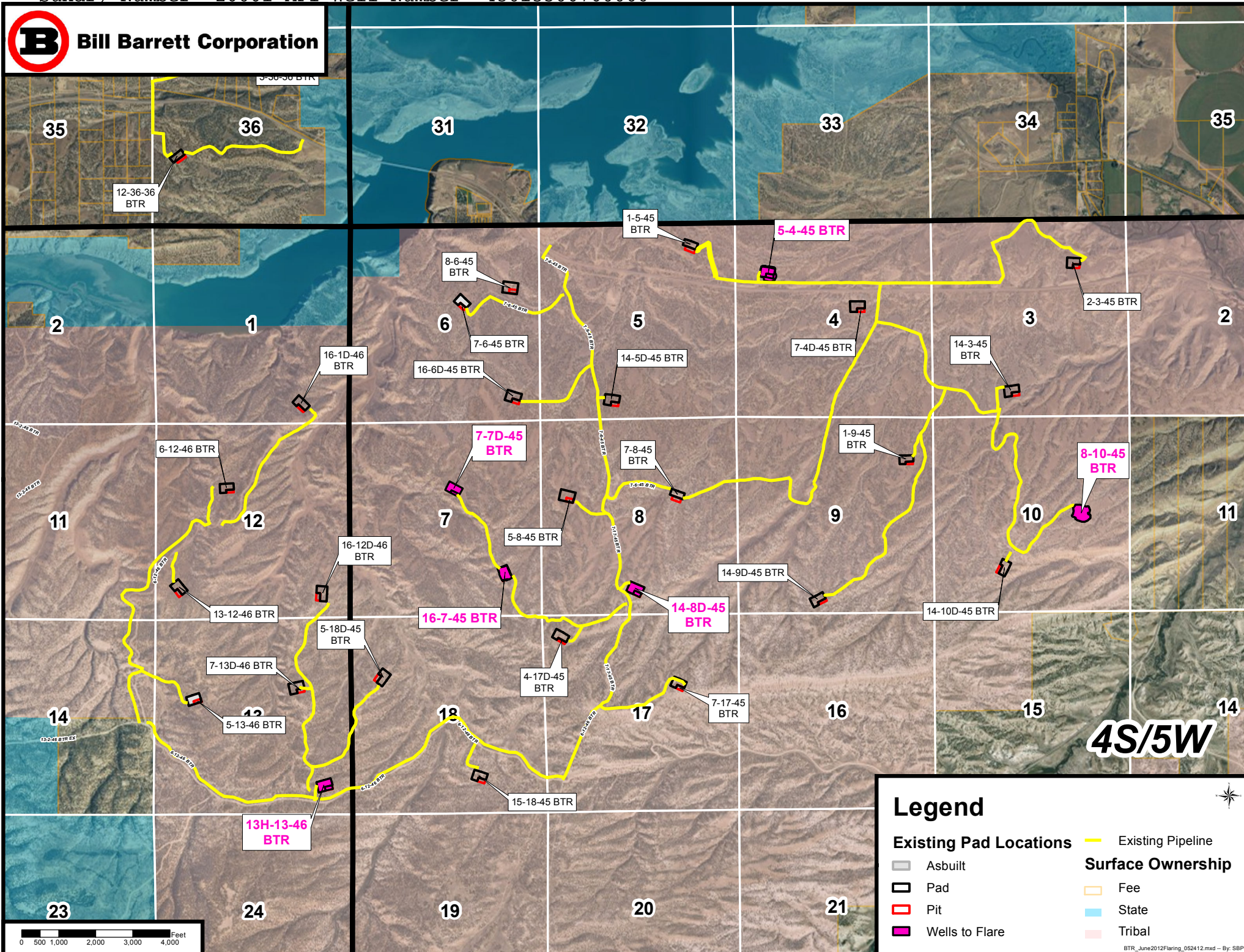
API/UWI 43-013-50676	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 7,324.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	LOCL	Lock Wellhead & Secure	Well shut in & Secured. 495 psi on the casing, 200 psi on the tbq.
07:30	1.00	08:30	SRIG	Rig Up/Down	RMWS Arrived from Grand Junction yard. Safety meeting with Wireline crew, RU RMWS Braided wire line unit and crane.
08:30	1.50	10:00	CTUW	W/L Operation	Made up 60' of 2.785" lubricator with pack off. P/up 1 21/32" over shots & 1.375" grapple, 1- set of spangs & 1- set of oil jars with 2- weight bars. equalized well pressure. open tbq, RIH with Fishing tools, tagged fish top @ 6775', Latched onto fish top, worked fish free. Pooh with fishing tools & production logging tools. Secured tools in lubricator, bled off pressure, L/D production logging tools & fishing tools.
10:00	1.00	11:00	SRIG	Rig Up/Down	L/D lub & RDMO RMWS off location.
11:00	19.00	06:00	FBCK	Flowback Well	Turned well over to production.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute			
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 14-3-45 BTR			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0669 FSL 2135 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 03 Township: 04.0S Range: 05.0W Meridian: U		9. API NUMBER: 43013506760000			
5. FIELD and POOL or WILDCAT: ALTAMONT		6. COUNTY: DUCHESNE			
7. STATE: UTAH					
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/31/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input checked="" type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input checked="" type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input checked="" type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>			
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. BBC hereby requests permission to flare tribal lease wells in our Blacktail Ridge development area located in the Starvation area while El Paso upgrades their existing 6-inch pipeline to a 12-inch to handle current gas production rates. Current operating pressures are approximately 100 psi and the upgrade of the existing line will eliminate the current back pressure concerns such as reservoir damage, surface facility safety issues, production curtailment and lower wellbore recoveries. Additional details are attached.					
Accepted by the Utah Division of Oil, Gas and Mining Date: June 14, 2012 By: <u>Derek Quist</u>					
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst			
SIGNATURE N/A	DATE 5/29/2012				

The gas will be flared at the six locations shown on the attached map (5-4-45, 7-7D-45, 8-10-45, 13H-13-46, 14-8D-45, or 16-7-45 wellsites). The flares utilized for combusting the gas have a combustion efficiency of approximately 98%. There are no other delivery points besides the bridge crossing at this point; therefore, associated gas from the oil wells will be flared to continue production of tribal minerals. BBC is requesting flare approval from May 31, 2012 to July 31, 2012 to allow for any potential construction delays. BBC would immediately begin flowing to the pipeline at such time construction is complete. Emergency Dispatch will be notified of the flaring operations. The flaring will also be monitored 24 hours a day by BBC personnel. BBC will still be metering the gas at the wellhead to continue royalty payments. BBC has spoken with the tribe and received their acceptance 05/24/2012 and received BLM sundry approval on 5/24/12.



Legend

Existing Pad Locations

- Asbuilt
- Pad
- Pit
- Wells to Flare

Existing Pipeline

- Existing Pipeline
- Fee
- State
- Tribal

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
1420H626399

1a. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Dry <input type="checkbox"/> Other		6. If Indian, Allottee or Tribe Name	
b. Type of Completion <input checked="" type="checkbox"/> New Well <input type="checkbox"/> Work Over <input type="checkbox"/> Deepen <input type="checkbox"/> Plug Back <input type="checkbox"/> Diff. Resvr. Other _____		7. Unit or CA Agreement Name and No.	
2. Name of Operator BILL BARRETT CORPORATION		8. Lease Name and Well No. 14-3-45 BTR	
Contact: MEGAN FINNEGAN E-Mail: mfinnegan@billbarrettcorp.com		9. API Well No. 43-013-50676	
3. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		3a. Phone No. (include area code) Ph: 303-299-9949	
4. Location of Well (Report location clearly and in accordance with Federal requirements)* At surface SESW 669FSL 2135FWL At top prod interval reported below SESW 780FSL 2286FWL At total depth SESW 790FSL 2312FWL		10. Field and Pool, or Exploratory ALTAMONT	
14. Date Spudded 12/26/2011		15. Date T.D. Reached 02/19/2012	
16. Date Completed <input type="checkbox"/> D & A <input checked="" type="checkbox"/> Ready to Prod. 03/12/2012		17. Elevations (DF, KB, RT, GL)* 5888 GL	
18. Total Depth: MD 8800 TVD 8793		19. Plug Back T.D.: MD 8581 TVD 8574	
20. Depth Bridge Plug Set: MD TVD		21. Type Electric & Other Mechanical Logs Run (Submit copy of each) (CBL) TRIPLE COMBO, MUD, BOREHOLE	
22. Was well cored? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Was DST run? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Directional Survey? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes (Submit analysis)			

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	84.0	0	80	80			0	
14.750	10.750 J-55	45.5	0	2530	2525	1120	496	0	
9.875	5.500 P-110	17.0	0	8800	8799	1615	618	3420	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.375	6820							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	6871	7515	6871 TO 7515	0.35	129	OPEN
B) WASATCH	7536	8650	7536 TO 8650	0.35	234	OPEN
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
6871 TO 7515	GREEN RIVER. SEE TREATMENT STAGES 6 - 8
7536 TO 8650	WASATCH: SEE TREATMENT STAGES 1 - 5

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
03/12/2012	03/17/2012	24	→	357.0	613.0	829.0	52.0		FLows FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
24/64	SI	1800.0	→	357	613	829	1717	POW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	SI		→						

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #135287 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

RECEIVED

DIV. OF OIL, GAS & MINING

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press Flowg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas-Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press Flowg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas-Oil Ratio	Well Status	

29. Disposition of Gas (Sold, used for fuel, vented, etc.)

SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Meas. Depth
				GREEN RIVER MAHOGANY DOUGLAS CREEK BLACK SHALE CASTLE PEAK UTELAND BUTTE WASATCH TD	2926 3619 5910 6868 6980 7291 7528 8800

32. Additional remarks (include plugging procedure):

TOC was calculated by CBL. First gas sales was on 3/12/2012. First oil sales was on 3/15/2012. Conductor was cemented with grout. Attached is Treatment Data.

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7 Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #135287 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) MEGAN FINNEGAN

Title PERMIT ANALYST

Signature

(Electronic Submission)

Date 04/12/2012

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

#14-3-45 BTR Report

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)				
AMOUNT AND TYPE OF MATERIAL				
<u>Stage</u>	<u>Bbls Slurry</u>	<u>20/40 CRC Sand</u>	<u>20/40 White Sand</u>	<u>Lbs 100 Mesh</u>
1	3,342	130,700	0	0
2	3,711	173,200	0	0
3	3,519	157,000	0	0
4	3,266	154,700	0	0
5	3,288	0	150,400	0
6	3,919	0	165,900	201,000
7	3,735	0	158,200	19,200
8	3,289	0	131,700	168,640

*Depth intervals for frac information same as perforation record intervals.

RECEIVED

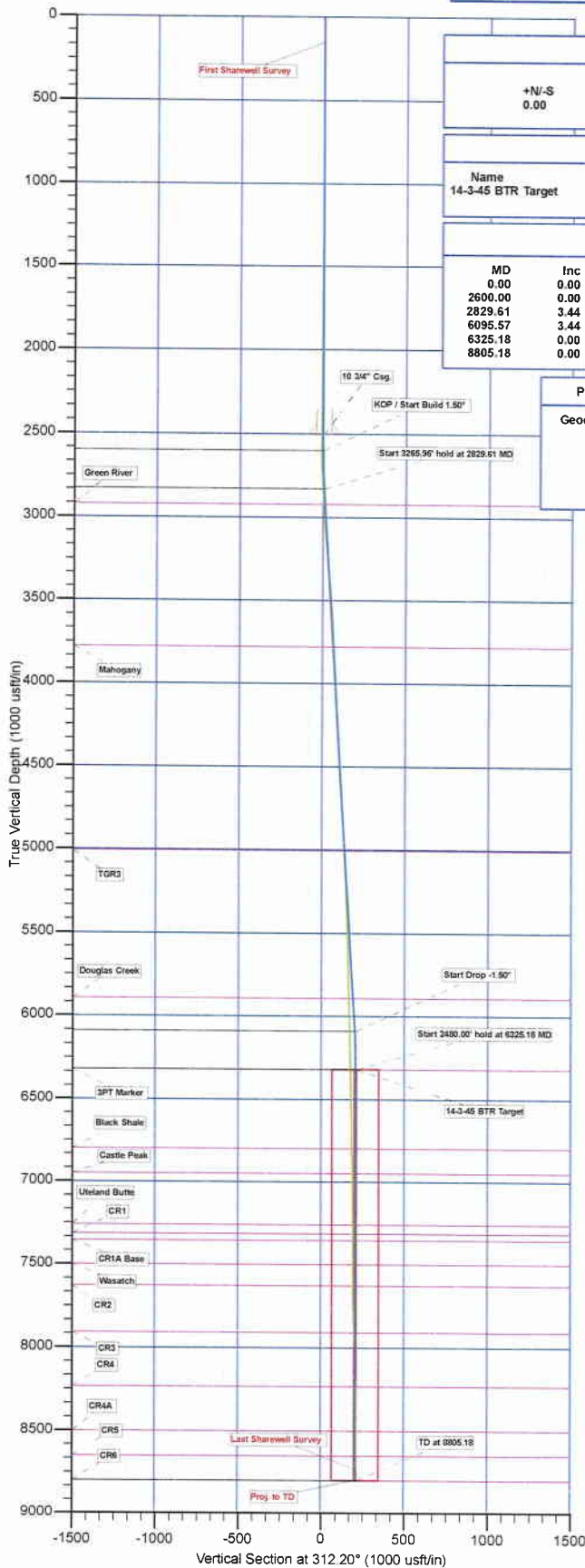
APR 12 2012

DIV. OF OIL, GAS & MINING



Bill Barrett Corporation

Project: Bill Barrett Corp.
 Site: Duchesne Co., UT (NAD27)
 Well: #14-3-45 BTR
 Wellbore: Wellbore #1
 Design: Design #1
 Latitude: 40° 9' 24.052 N
 Longitude: 110° 26' 14.770 W
 Ground Level: 5885.00
 WELL @ 5909.00usft



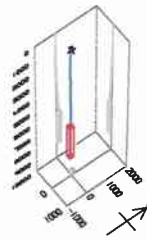
WELL DETAILS: #14-3-45 BTR																			
+N/-S 0.00		+E/-W 0.00		Northing 665880.561		Ground Level: 5885.00 Easting 2296985.088		Latitude 40° 9' 24.052 N		Longitude 110° 26' 14.770 W		Slot							
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)																			
Name 14-3-45 BTR Target		TVD 6319.00		+N/-S 141.06		+E/-W -155.57		Latitude 40° 9' 25.446 N		Longitude 110° 26' 16.773 W		Shape Rectangle (Sides: L200.00 W200.00)							
SECTION DETAILS																			
MD		Inc		Azi		TVD		+N/-S		+E/-W		Dleg		TFace		VSect		Annotation	
0.00		0.00		0.00		0.00		0.00		0.00		0.00		0.00		0.00			
2600.00		0.00		0.00		2600.00		0.00		0.00		0.00		0.00		0.00		KOP / Start Build 1.50°	
2829.61		3.44		312.20		2829.47		4.63		-5.11		1.50		312.20		6.90		Start 3265.96' hold at 2829.61 MD	
6095.57		3.44		312.20		6089.53		136.43		-150.46		0.00		0.00		203.10		Start Drop -1.50°	
6325.18		0.00		0.00		6319.00		141.06		-155.57		1.50		180.00		210.00		Start 2480.00' hold at 6325.18 MD	
8805.18		0.00		0.00		8799.00		141.06		-155.57		0.00		0.00		210.00		TD at 8805.18	

PROJECT DETAILS: Duchesne Co., UT (NAD27)

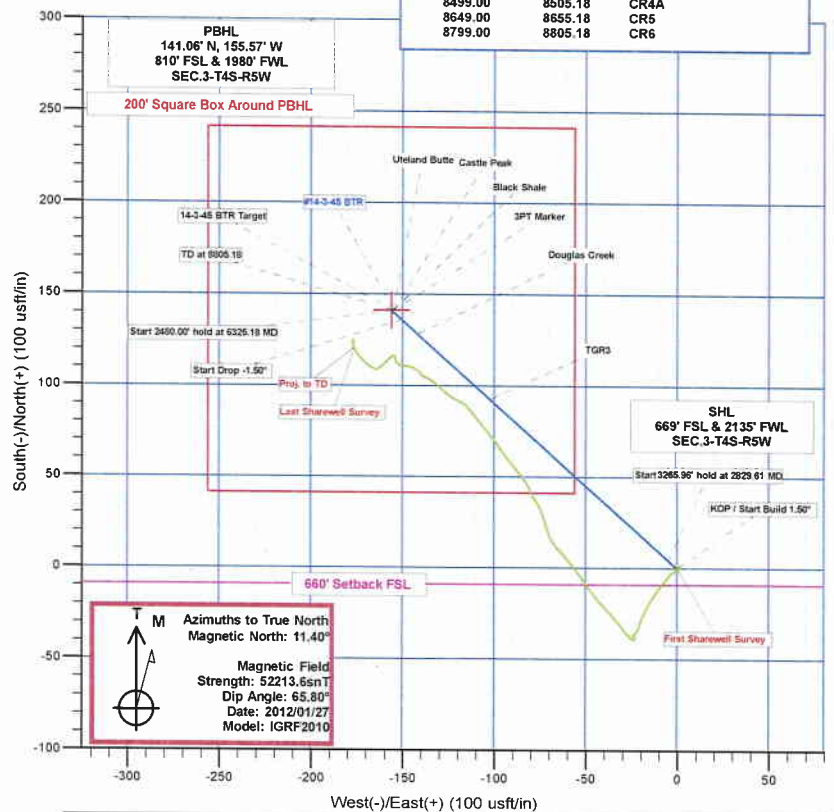
Geodetic System: US State Plane 1927 (Exact solution)
 Datum: NAD 1927 (NADCON CONUS)
 Ellipsoid: Clarke 1866
 Zone: Utah Central 4302
 System Datum: Mean Sea Level

REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well #14-3-45 BTR, True North
 Vertical (TVD) Reference: WELL @ 5909.00usft
 Section (VS) Reference: Slot - (0.00N, 0.00E)
 Measured Depth Reference: WELL @ 5909.00usft
 Calculation Method: Minimum Curvature



FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
2924.00	2924.31	Green River
3779.00	3780.86	Mahogany
5009.00	5013.08	TGR3
5894.00	5899.68	Douglas Creek
6319.00	6325.18	3PT Marker
6799.00	6805.18	Black Shale
6949.00	6955.18	Castle Peak
7259.00	7265.18	Uteland Butte
7314.00	7320.18	CR1
7354.00	7360.18	CR1A Base
7499.00	7505.18	Wasatch
7629.00	7635.18	CR2
7909.00	7915.18	CR3
8234.00	8240.18	CR4
8499.00	8505.18	CRAA
8649.00	8655.18	CR5
8799.00	8805.18	CR6



Compass Rose

↑ T
M
Azimuths to True North
Magnetic North: 11.40°
Magnetic Field
Strength: 52213.6snT
Dip Angle: 65.80°
Date: 2012/01/27
Model: IGRF2010

Plan: Design #1 (#14-3-45 BTR/Wellbore #1)

Created By: BRET WOLFORD Date: 13:14, February 29 2012



Bill Barrett Corporation

Bill Barrett Corp.

Duchesne Co., UT (NAD27)

Sec.3-T4S-R5W

#14-3-45 BTR

Wellbore #1

Survey: Survey #1

Standard Survey Report

29 February, 2012





Sharewell Energy Services, LP
Survey Report



Company: Bill Barrett Corp.
Project: Duchesne Co., UT (NAD27)
Site: Sec.3-T4S-R5W
Well: #14-3-45 BTR
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well #14-3-45 BTR
TVD Reference: WELL @ 5909.00usft
MD Reference: WELL @ 5909.00usft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Project	Duchesne Co., UT (NAD27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	Sec.3-T4S-R5W		
Site Position:		Northing:	665,880.565 usft
From:	Lat/Long	Easting:	2,296,985.088 usft
Position Uncertainty:	0.00 usft	Slot Radius:	13-3/16"
		Latitude:	40° 9' 24.052 N
		Longitude:	110° 26' 14.770 W
		Grid Convergence:	0.68 °

Well	#14-3-45 BTR		
Well Position	+N/-S	0.00 usft	Northing:
	+E/-W	0.00 usft	Easting:
Position Uncertainty	0.00 usft	Wellhead Elevation:	usft
		Latitude:	40° 9' 24.052 N
		Longitude:	110° 26' 14.770 W
		Ground Level:	5,885.00 usft

Wellbore	Wellbore #1		
Magnetics	Model Name	Sample Date	Declination
			(°)
	IGRF2010	2012/01/27	11.40
			Dip Angle
			(°)
			65.80
			Field Strength
			(nT)
			52,214

Design	Wellbore #1		
Audit Notes:			
Version:	1.0	Phase:	ACTUAL
		Tie On Depth:	0.00
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W
	(usft)	(usft)	(usft)
	0.00	0.00	0.00
			Direction
			(°)
			312.20

Survey Program	Date 2012/02/29		
From	To	Survey (Wellbore)	Tool Name
(usft)	(usft)		
150.00	8,800.00	Survey #1 (Wellbore #1)	MWD
			Description
			MWD - Standard

Survey									
Measured	Inclination	Azimuth	Vertical	+N/-S	+E/-W	Vertical	Dogleg	Build	Turn
Depth	(°)	(°)	Depth	(usft)	(usft)	Section	Rate	Rate	Rate
(usft)			(usft)			(usft)	(°/100usft)	(°/100usft)	(°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
First Sharewell Survey									
150.00	0.40	220.60	150.00	-0.40	-0.34	-0.01	0.27	0.27	0.00
241.00	0.30	185.20	241.00	-0.88	-0.57	-0.17	0.26	-0.11	-38.90
396.00	0.30	258.70	396.00	-1.36	-1.00	-0.17	0.23	0.00	47.42
487.00	0.40	224.80	486.99	-1.63	-1.46	-0.01	0.25	0.11	-37.25
578.00	0.70	255.60	577.99	-2.00	-2.22	0.31	0.45	0.33	33.85
669.00	0.80	215.70	668.98	-2.65	-3.13	0.54	0.57	0.11	-43.85
765.00	1.10	218.80	764.97	-3.91	-4.10	0.41	0.32	0.31	3.23
856.00	1.50	219.30	855.95	-5.51	-5.40	0.30	0.44	0.44	0.55
950.00	1.80	220.70	949.91	-7.59	-7.14	0.20	0.32	0.32	1.49
1,041.00	2.00	216.70	1,040.86	-9.94	-9.03	0.01	0.26	0.22	-4.40
1,136.00	2.80	216.30	1,135.77	-13.14	-11.39	-0.39	0.84	0.84	-0.42



Sharewell Energy Services, LP
Survey Report



Company: Bill Barrett Corp.
Project: Duchesne Co., UT (NAD27)
Site: Sec.3-T4S-R5W
Well: #14-3-45 BTR
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well #14-3-45 BTR
TVD Reference: WELL @ 5909.00usft
MD Reference: WELL @ 5909.00usft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
1,230.00	2.60	209.30	1,229.67	-16.85	-13.79	-1.10	0.41	-0.21	-7.45
1,325.00	2.30	209.90	1,324.58	-20.38	-15.80	-1.99	0.32	-0.32	0.63
1,418.00	2.40	202.80	1,417.50	-23.80	-17.48	-3.03	0.33	0.11	-7.63
1,513.00	2.40	206.00	1,512.42	-27.42	-19.13	-4.25	0.14	0.00	3.37
1,608.00	2.10	195.60	1,607.35	-30.88	-20.47	-5.58	0.53	-0.32	-10.95
1,703.00	1.90	207.90	1,702.29	-33.95	-21.67	-6.75	0.50	-0.21	12.95
1,798.00	1.10	241.20	1,797.26	-35.78	-23.21	-6.84	1.21	-0.84	35.05
1,893.00	0.40	192.50	1,892.25	-36.54	-24.08	-6.71	0.94	-0.74	-51.26
1,988.00	0.20	127.60	1,987.25	-36.97	-24.02	-7.04	0.38	-0.21	-68.32
2,083.00	0.60	84.60	2,082.25	-37.02	-23.39	-7.54	0.50	0.42	-45.26
2,178.00	0.00	306.90	2,177.24	-36.98	-22.90	-7.88	0.63	-0.63	0.00
2,272.00	0.20	159.70	2,271.24	-37.13	-22.84	-8.02	0.21	0.21	0.00
2,368.00	0.10	203.40	2,367.24	-37.36	-22.81	-8.20	0.15	-0.10	45.52
2,443.00	0.50	174.60	2,442.24	-37.75	-22.81	-8.46	0.55	0.53	-38.40
2,552.00	0.80	178.50	2,551.24	-38.98	-22.74	-9.34	0.28	0.28	3.58
2,647.00	1.00	295.40	2,646.23	-39.29	-23.48	-9.00	1.62	0.21	123.05
2,742.00	1.90	310.00	2,741.20	-37.92	-25.43	-6.63	1.02	0.95	15.37
2,837.00	3.60	322.90	2,836.09	-34.53	-28.44	-2.13	1.89	1.79	13.58
2,932.00	4.80	321.50	2,930.83	-29.04	-32.71	4.72	1.27	1.26	-1.47
3,027.00	4.60	315.70	3,025.51	-23.21	-37.85	12.45	0.54	-0.21	-6.11
3,121.00	4.70	316.50	3,119.20	-17.71	-43.13	20.05	0.13	0.11	0.85
3,216.00	4.30	330.60	3,213.91	-11.79	-47.56	27.31	1.23	-0.42	14.84
3,311.00	4.80	320.90	3,308.61	-5.60	-51.81	34.62	0.96	0.53	-10.21
3,406.00	5.50	324.10	3,403.23	1.17	-56.99	43.00	0.80	0.74	3.37
3,501.00	4.70	315.50	3,497.85	7.64	-62.39	51.35	1.16	-0.84	-9.05
3,595.00	3.50	322.70	3,591.61	12.67	-66.82	58.01	1.39	-1.28	7.66
3,690.00	3.30	337.00	3,686.45	17.49	-69.65	63.35	0.91	-0.21	15.05
3,785.00	2.80	346.40	3,781.31	22.26	-71.26	67.75	0.74	-0.53	9.89
3,880.00	3.80	342.00	3,876.15	27.51	-72.78	72.40	1.09	1.05	-4.63
3,974.00	3.20	334.20	3,969.98	32.84	-74.89	77.53	0.81	-0.64	-8.30
4,069.00	3.40	326.40	4,064.82	37.57	-77.60	82.72	0.52	0.21	-8.21
4,164.00	4.30	338.10	4,159.61	43.22	-80.49	88.66	1.25	0.95	12.32
4,258.00	3.60	322.00	4,253.39	48.82	-83.62	94.74	1.39	-0.74	-17.13
4,353.00	3.20	323.30	4,348.22	53.29	-87.04	100.28	0.43	-0.42	1.37
4,448.00	3.70	316.80	4,443.05	57.65	-90.72	105.93	0.67	0.53	-6.84
4,543.00	3.30	331.80	4,537.87	62.30	-94.11	111.57	1.05	-0.42	15.79
4,637.00	2.80	315.70	4,631.74	66.32	-97.00	116.41	1.05	-0.53	-17.13
4,732.00	2.70	327.70	4,726.63	69.88	-99.81	120.88	0.61	-0.11	12.63
4,827.00	2.80	322.60	4,821.52	73.61	-102.42	125.32	0.28	0.11	-5.37
4,922.00	3.30	319.00	4,916.39	77.52	-105.62	130.31	0.56	0.53	-3.79
5,017.00	2.60	319.80	5,011.26	81.23	-108.80	135.16	0.74	-0.74	0.84
5,112.00	3.40	321.80	5,106.13	85.09	-111.94	140.08	0.85	0.84	2.11
5,207.00	2.70	319.60	5,200.99	89.00	-115.13	145.07	0.75	-0.74	-2.32
5,302.00	1.80	289.30	5,295.92	91.20	-117.99	148.67	1.54	-0.95	-31.89
5,396.00	2.30	297.90	5,389.86	92.57	-121.05	151.86	0.62	0.53	9.15
5,491.00	1.40	303.10	5,484.81	94.10	-123.71	154.85	0.96	-0.95	5.47
5,586.00	1.00	320.50	5,579.79	95.37	-125.20	156.82	0.57	-0.42	18.32
5,681.00	1.70	307.40	5,674.77	96.87	-126.85	159.04	0.80	0.74	-13.79
5,776.00	1.10	312.30	5,769.74	98.34	-128.65	161.36	0.64	-0.63	5.16
5,871.00	2.20	311.30	5,864.70	100.15	-130.69	164.09	1.16	1.16	-1.05
5,965.00	1.90	309.90	5,958.64	102.34	-133.24	167.45	0.32	-0.32	-1.49
6,060.00	1.90	300.00	6,053.58	104.14	-135.81	170.57	0.35	0.00	-10.42
6,155.00	1.10	280.00	6,148.55	105.09	-138.07	172.88	0.99	-0.84	-21.05
6,250.00	1.30	330.50	6,243.53	106.18	-139.50	174.67	1.09	0.21	53.16



Sharewell Energy Services, LP
Survey Report



Company: Bill Barrett Corp.
Project: Duchesne Co., UT (NAD27)
Site: Sec.3-T4S-R5W
Well: #14-3-45 BTR
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well #14-3-45 BTR
TVD Reference: WELL @ 5909.00usft
MD Reference: WELL @ 5909.00usft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
6,345.00	0.80	307.40	6,338.52	107.53	-140.56	176.36	0.68	-0.53	-24.32
6,440.00	1.30	307.30	6,433.50	108.58	-141.95	178.09	0.53	0.53	-0.11
6,534.00	1.70	299.20	6,527.47	109.91	-144.01	180.51	0.48	0.43	-8.62
6,629.00	1.70	277.50	6,622.43	110.78	-146.64	183.04	0.67	0.00	-22.84
6,724.00	1.30	280.70	6,717.39	111.16	-149.09	185.12	0.43	-0.42	3.37
6,819.00	1.00	277.00	6,812.38	111.46	-150.98	186.72	0.33	-0.32	-3.89
6,914.00	0.80	306.70	6,907.36	111.96	-152.33	188.05	0.53	-0.21	31.26
7,009.00	1.10	328.70	7,002.35	113.14	-153.34	189.59	0.49	0.32	23.16
7,104.00	1.30	353.10	7,097.33	114.99	-153.94	191.28	0.57	0.21	25.68
7,199.00	0.80	333.90	7,192.31	116.65	-154.36	192.71	0.64	-0.53	-20.21
7,286.00	0.60	218.10	7,279.31	116.84	-154.91	193.24	1.37	-0.23	-133.10
7,328.00	0.80	236.30	7,321.31	116.50	-155.29	193.30	0.71	0.48	43.33
7,423.00	1.70	225.40	7,416.28	115.15	-156.84	193.54	0.98	0.95	-11.47
7,517.00	2.10	225.30	7,510.23	112.95	-159.06	193.71	0.43	0.43	-0.11
7,612.00	2.00	229.30	7,605.17	110.65	-161.55	194.01	0.18	-0.11	4.21
7,707.00	1.00	235.60	7,700.14	109.10	-163.49	194.40	1.07	-1.05	6.63
7,801.00	2.60	297.30	7,794.10	109.61	-166.07	196.65	2.45	1.70	65.64
7,896.00	2.70	310.60	7,888.99	112.06	-169.68	200.97	0.65	0.11	14.00
7,991.00	1.80	324.90	7,983.92	114.74	-172.24	204.66	1.11	-0.95	15.05
8,086.00	1.70	319.70	8,078.88	117.03	-174.01	207.52	0.20	-0.11	-5.47
8,180.00	1.80	338.60	8,172.83	119.47	-175.45	210.22	0.62	0.11	20.11
8,275.00	1.70	330.10	8,267.79	122.08	-176.69	212.90	0.29	-0.11	-8.95
8,370.00	0.90	15.80	8,362.77	124.02	-177.19	214.57	1.32	-0.84	48.11
8,465.00	0.40	355.60	8,457.76	125.07	-177.02	215.14	0.57	-0.53	-21.26
8,560.00	0.40	103.80	8,552.76	125.32	-176.72	215.09	0.68	0.00	113.89
8,655.00	1.50	172.00	8,647.75	124.01	-176.22	213.85	1.48	1.16	71.79
Last Sharewell Survey									
8,742.00	1.40	196.60	8,734.72	121.86	-176.37	212.51	0.72	-0.11	28.28
Proj. to TD									
8,800.00	1.00	200.00	8,792.71	120.71	-176.74	212.02	0.70	-0.69	5.86

Survey Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
150.00	150.00	-0.40	-0.34	First Sharewell Survey
8,742.00	8,734.72	121.86	-176.37	Last Sharewell Survey
8,800.00	8,792.71	120.71	-176.74	Proj. to TD

Checked By: _____ Approved By: _____ Date: _____

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

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LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

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LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

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1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

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4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

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LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

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4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone: (801) 683-4245
Fax: (801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:
(see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
(see attached well list)

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL

OIL WELL ☒

GAS WELL ☐

OTHER

2. NAME OF OPERATOR:

RIG II, LLC

N4055

3. ADDRESS OF OPERATOR:

1582 West 2600 South

CITY Wood Cross

STATE UT

ZIP 84087

PHONE NUMBER:

(801) 683-4245

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

TYPE OF ACTION

☒ NOTICE OF INTENT
(Submit in Duplicate)

Approximate date work will start:

11/1/2016

☐ SUBSEQUENT REPORT
(Submit Original Form Only)

Date of work completion:

☐ ACIDIZE

☐ ALTER CASING

☐ CASING REPAIR

☐ CHANGE TO PREVIOUS PLANS

☐ CHANGE TUBING

☐ CHANGE WELL NAME

☐ CHANGE WELL STATUS

☐ COMINGLE PRODUCING FORMATIONS

☐ CONVERT WELL TYPE

☐ DEEPEN

☐ FRACTURE TREAT

☐ NEW CONSTRUCTION

☒ OPERATOR CHANGE

☐ PLUG AND ABANDON

☐ PLUG BACK

☐ PRODUCTION (START/RESUME)

☐ RECLAMATION OF WELL SITE

☐ RECOMPLETE - DIFFERENT FORMATION

☐ REPERFORATE CURRENT FORMATION

☐ SIDETRACK TO REPAIR WELL

☐ TEMPORARILY ABANDON

☐ TUBING REPAIR

☐ VENT OR FLARE

☐ WATER DISPOSAL

☐ WATER SHUT-OFF

☐ OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC

1582 West 2600 South

Woods Cross, Utah 84087-0298

801-683-4245

(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N4165

Duane Zavala

NAME (PLEASE PRINT)

Duane Zavala

SIGNATURE

Senior Vice President -

EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain

NAME (PLEASE PRINT)

Jesse McSwain

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain

TITLE Manager

SIGNATURE

Jesse McSwain

DATE

10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

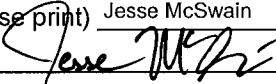
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-LUDGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
Signature  Date 10/20/16
Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

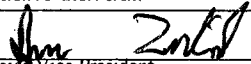
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

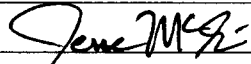
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

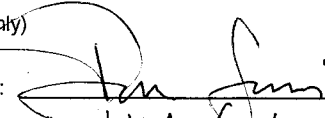
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadii</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

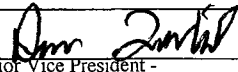
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

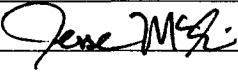
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

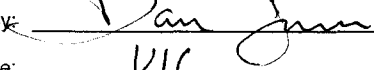
Name: Duane Zavadii
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

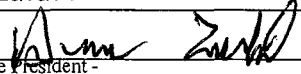
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

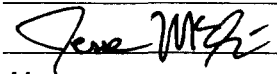
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION	Name: Duane Zavadii
Address: 1099 18th Street Ste 2300	Signature: 
city DENVER state CO zip 80202	Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Phone: (303) 293-9100	Date: 10/20/16
Comments:	

NEW OPERATOR

Company: RIG II, LLC	Name: Jesse McSwain
Address: 1582 West 2600 South	Signature: 
city Wood Cross state UT zip 84087	Title: Manager
Phone: (801) 683-4245	Date: 10/20/16
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*